NOTICE

1ST EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 1ST (FIRST) EXTRA-ORDINARY GENERAL MEETING ("EGM") OF THE MEMBERS OF WEALTH FIRST PORTFOLIO MANAGERS LIMITED ("THE COMPANY") WILL BE HELD THROUGH VIDEO CONFERENCING ("VC") OR OTHER AUDIO-VISUAL MEANS ("OAVM") ON SATURDAY, 21ST OF NOVEMBER, 2026 AT 02.00 P.M IST TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

ITEM NO. 1- ISSUE OF EQUITY SHARES THROUGH PREFERENTIAL ALLOTMENT FOR CONSIDERATION OTHER THAN CASH

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 23, 42, 62(1)(c), 186 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI (ICDR) Regulations, 2018"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), the equity listing agreement entered into by the Company with BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") referred to as "Stock Exchange" and the rules, regulations, notifications and circulars issued thereunder and any other rules / regulations / guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI") and the Reserve Bank of India ("RBI"), the Ministry of Corporate Affairs ("MCA") and subject to such further approvals, consents, permissions and sanctions as may be necessary or required from respective regulatory or other appropriate authorities, including from BSE, NSE, SEBI and subject to such terms, conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions and consents as the case may be) and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which expression 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) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, consent of the Members of the Company ("Members") be and is hereby accorded, to authorize, create, issue, offer and allot, upto 1,36,575 Equity Shares of the Company of face value of Rs. 10/- (Rupee Ten) per Equity Share at an Issue Price of Rs. 885.89/- per Equity Share (Rupees Eight Hundred and Eighty Five Rupees and Eighty Nine Paisa Only) [including a premium of Rs. 875.89 per Equity Share (Rupees Eight Hundred and Seventy Five Rupees and Eighty Nine Paisa Only) amounting not exceeding Rs. 12.10 Crores (Rupees Twelve Crore Ten Lakhs Only) on a preferential allotment basis to the below mentioned persons / entities, being the shareholders of Wealth First Advisors Private Limited ('WFAPL), (CIN: U74140GJ2001PTC039620) for consideration other than cash i.e. in lieu of acquisition of upto 48,603 Equity Shares (11.84% stake) of WFAPL, through swapping of shares of the Company as detailed below and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 or other applicable provisions of the law and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion:

Sr. No.	Name of Proposed Allottees	Maximum % age of stake in WFAPL Offered for acquisition *(for consideration other than cash)*	Maximum no. of Shares of WFAPL proposed to be transferred to Wealth First Portfolio Managers Limited ('the Company')	Maximum no. of Shares of the Company proposed to be allotted for the acquisition of WFAPL Shares	Name of the Ultimate Beneficiaries/ Owners
	Category- Promoter				
1	Ashish Navnitlal Shah	9.24	37,913	1,06,536	Ashish Navnitlal Shah
	Category- Non Promoter				
2	Nimesh Narendra Kenia	2.01	8,253	23,191	Nimesh Narendra Kenia
3	Rakesh Pravinchandra Mehta	0.59	2,437	6,848	Rakesh Pravinchandra Mehta
	Total	**11.84**	**48,603**	**1,36,575**	

"RESOLVED FURTHER THAT:

i. The Relevant Date for the purpose of pricing of issue of Equity Shares in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 be fixed as Thursday, 22nd October, 2026 to consider the proposed preferential issue of Equity Shares.

ii. The Equity Shares as may be offered, issued, and allotted in accordance with the terms of this resolution, shall be in dematerialised form.

iii. The Equity Shares to be allotted shall rank pari passu in all respects with the existing Equity Shares of the Company, including dividend.

iv. The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this special resolution, provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission, as the case may be in compliance with Regulation 170 of the SEBI (ICDR) Regulations, 2018."

v. The Equity Shares shall be allotted in a manner that is in compliance with the minimum public shareholding and other applicable norms as prescribed for the Company under the Listing Regulations and the Securities Contracts (Regulation) Rules, 1957.

vi. The entire pre-preferential shareholding of the proposed Allottees, if any, in the Company shall also be subject to lock-in for such period as may be specified under applicable provisions of the ICDR Regulations or the Act.

vii. The Equity Shares proposed to be allotted to the Allottees under this resolution shall be listed on the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals and shall inter alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority. Further, the Board be and is hereby authorised to make the necessary applications and to take all such steps as may be deemed necessary and appropriate for the listing of the Equity Shares proposed to be allotted to the Allottees, for the admission of such Equity Shares with the depositories, viz. NSDL & CDSL, and for the credit of such Equity Shares allotted to the Allottees demat account.

viii. If the Allottee fails to apply within the stipulated time to the full extent of their eligibility or is found not eligible for the Preferential Allotment, the Company shall allot the shares to the Allottees to the extent of their applications received.

ix. The Equity Shares to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of bonus issue or capitalization of its profits or reserves, upon demerger / realignment, rights issue or undertakes split/ consolidation / sub-division / re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under the ICDR Regulations and all other applicable regulations from time to time.

x. The Equity Shares proposed to be issued and allotted under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-

in provided under ICDR Regulations except to the extent and in the manner permitted there under.

"**RESOLVED FURTHER THAT** since the aggregate value of the consideration, though not in the form of cash (i.e. consideration other than cash), arising from the Preferential Issue does not exceed Rs. 100 Crores, in accordance with Regulation 162A of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, appointment of SEBI-registered external credit rating agency as the Monitoring Agency to monitor the utilisation of such consideration in the manner prescribed under the applicable laws does not applicable to the Company."

"**RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted shall be subject to lock in for such periods as prescribed in Regulation 167 of the SEBI (ICDR) Regulations, 2018."

"**RESOLVED FURTHER THAT** the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company."

"**RESOLVED FURTHER THAT** subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws; the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions and size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the RBI / SEBI and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient including making application to the Stock Exchanges for obtaining in-principle approval, listing and trading approvals, filing of requisite documents/making declarations with the MCA, SEBI, Depository/(ies) or any other statutory authority or Stock Exchange and any other deed, document, declaration as may be required under the applicable laws, and to resolve and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Equity Shares of the Company and signing of all deeds and documents, as may be required, as it may in its absolute discretion

deem fit and proper without being required to seek any further consent or approval of the members."

"**RESOLVED FURTHER THAT** any one of the Directors, Chief Financial Officer and Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all such act (s), deed(s) and things including all forms, documents, filing with MCA / Registrar of Companies, Stock Exchanges, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection."

ITEM NO. 2 – TO CONSIDER AND APPROVE THE RELATED PARTY TRANSACTION WITH LAKSHYA ASSET MANAGEMENT PRIVATE LIMITED:

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

"RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015") read with Industry Standards on related party transactions notified by SEBI (as amended till date), the applicable provisions of the Companies Act, 2013 ("Act") read-with rules made thereunder, any other applicable rules, regulations, guidelines and other provisions of law, if any, (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force) and in accordance with the Company's policy on dealing with Related Party Transactions and based on the approval of the Audit Committee and recommendation of the Board of Directors, approval of the Members of the Company be and is hereby accorded to the Company to enter into Sale/Purchase/Loans/Contracts/Arrangements/ Investments/Transactions/Transfer of Resources, deemed to be "Material Related Party Transactions" with M/s Lakshya Asset Management Private Limited, a related party in terms of Regulation 2(1)(zb) of the Listing Regulations, as set out in the Explanatory Statement annexed to the Notice convening this Meeting and on such terms and conditions as may be mutually agreed between the parties, such that the maximum value of the contracts / arrangements / investments/transactions

with M/s Lakshya Asset Management Private Limited, in the aggregate, does not exceed Rs. 60,00,00,000/- (Rupees Sixty Crores)."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as they may deem fit in their absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects."

"RESOLVED FURTHER THAT the Managing Director and/or Chief Financial Officer and/or Company Secretary be and are hereby severally authorized to file necessary forms with the Registrar of Companies and also to do all such acts, deeds and things which are necessary or expedient, to give effect to the aforesaid resolution in this regard."

FOR AND ON BEHALF OF WEALTH FIRST PORTFOLIO MANAGERS LIMITED

ASHISH SHAH
MANAGING DIRECTOR
DIN: 00089075

Date: 26/10/2026
Place: Ahmedabad

Registered Office:
Capitol House, 10 Paras-II, Near Campus Corner,
Prahaladnagar, Anand Nagar, Ahmedabad, Gujarat -380015
Telephone: 079-40240000
Email ID: info@wealthfirst.biz
Website: www.wealth-firstonline.com
CIN: L67120GJ2002PLC040636

NOTES:

1. In compliance with all the applicable Circulars issued by the Ministry of Corporate Affairs ('MCA') and Securities Exchange Board of India ('SEBI'), permitted the holding of the General Meetings through VC / OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), MCA Circulars for General Meetings and SEBI Circulars for General Meetings, the EGM of the Company is being held through VC / OAVM on Saturday, 21st November, 2026. The venue of the meeting shall be deemed to be the Registered Office of the Company situated at Capitol House, 10 Paras-II, Near Campus Corner, Prahaladnagar, Anand Nagar, Ahmedabad, Gujarat -380015.

2. Pursuant to the provisions of the Companies Act, 2013 ("the Act"), a Member who is entitled to attend and vote at the EGM is also entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this General Meeting is held through VC/OAVM the physical attendance of members is dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 113 of the Act, authorized representative of the Corporate Member(s) may be appointed for the purpose of participation in the 1st EGM through VC / OAVM and also for remote e-Voting during the 1st EGM.

3. No Route map has been sent along with this Notice of the Meeting as the meeting is held through VC/OAVM.

4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

5. Members attending the Meeting through VC/OAVM will be counted for the purposes of reckoning of Quorum under Section 103 of the Companies Act, 2013.

6. In line with the MCA Circulars and the SEBI Circular, the Notice calling the EGM has been uploaded on the website of the Company at www.wealth-firstonline.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. NSE Limited at www.nseindia.com and BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of Bigshare (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.bigshareonline.com.

7. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business, if any to be transacted at the meeting is annexed hereto.
8. All documents referred to in the accompanying Notice and the Explanatory Statement have been uploaded on the website of the Company at www.wealth-firstonline.com. Shareholders will be able to inspect all documents referred to in the Notice electronically without any fee from the date of circulation of this Notice up to the date of 1st EGM. Members seeking to inspect such documents can send an email to cs@wealthfirst.biz.

9. In compliance with all the applicable Circulars issued by the Ministry of Corporate Affairs ('MCA') and Securities Exchange Board of India ('SEBI'), the requirement of printing and sending physical copies of the Notice of this Meeting have been dispensed with. The Notice of this meeting have been sent through registered email id to all those members who have registered their email ids with the Company or the Registrar and Transfer Agent or the Depositories or the Depository Participants as on Friday, October 23, 2026.

10. Pursuant to Section 101 and 136 of the Act read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. As per provisions of Section 20 of the Act read with Rules thereunder, a document may be served on any member by post or by registered post or by speed post or by courier or by delivering at his office or address or by such electronic or other mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to his / her Depository Participant / the Company's Registrar & Share Transfer Agent from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the Company in its Extra-Ordinary General Meeting. In cases, where any member has not registered his / her e-mail address with the Company, the service of documents, etc. will be effected by other modes of service as provided in Section 20 of the Act read with the relevant Rules thereunder.

    Those members, who desire to receive notice / financial statement / documents through e-mail, are requested to communicate their e-mail ID and changes thereto from time to time to his / her Depository Participant / the Company's Registrar & Share Transfer Agent, M/s. Bigshare Services Private Limited, as the case may be.

    Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialized form) or with RTA (in case of Shares held in physical form).

11. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020 and under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, every Listed Company is required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs)

providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

12. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by Bigshare Services Private Limited.

14. In terms of provisions of section 107 of the Act, as the Company is providing the facility of remote e-voting to the members, there shall be no voting by show of hands at the EGM.

15. In case of joint holders attending the EGM, 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.

16. The institutional members are encouraged to attend and vote at the EGM.

17. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the EGM.

Instructions for Members for voting electronically are as under:-

i. The remote e-voting period begins on Wednesday, 18th November, 2026 at 09:00 A.M. and ends on Friday, 20th November, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by Bigshare for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 14th November, 2026, may cast their vote electronically. The voting right of shareholders shall

be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 14th November, 2026.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

1. <u>Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:</u>

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. **BIGSHARE**, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period.
	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal

Individual Shareholders holding securities in demat mode with **NSDL**	Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider – Bigshare and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.comor contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.
- Please enter you '**USER ID'** (User id description is given below) and '**PASSWORD'** which is shared separately on you register email id.
    - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
    - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
    - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

  Note *If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

  Note: If Shareholders are holding shares in demat form and have registered on e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.
  (In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.
  NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**.
  (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.

- Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
- Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".
  Note: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

4. **Procedure for joining the EGM through VC/ OAVM:**

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the EGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK"** option.

- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the EGM are as under:-

- The Members can join the EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@wealthfirst.biz. The same will be replied by the company suitably.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at cs@wealthfirst.biz. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@wealthfirst.biz. These queries will be replied to by the Company suitably by email.
- Convenience of different persons positioned indifferent time zones has been kept in mind before scheduling the time for this Meeting.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

18. The Company has appointed Mr. Kunal Sharma, Practicing Company Secretary (Membership No: FCS 10329 and COP No: 12987) as the Scrutinizer to scrutinize the remote e-voting process and casting of vote through the e-voting system during the EGM in a fair and transparent manner.

19. The Scrutinizer shall not later than 48 hours from the conclusion of the Meeting, issue consolidated Scrutinizer's Report of remote e-voting and e-voting at EGM, of the total votes casted in favor or against, if any, to the Chairperson 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.

20. The results declared along with the Scrutinizer's Report shall also be placed on the Company's website www.wealth-firstonline.com and communicated to NSE Limited and BSE Limited where the shares of the Company are listed.

21. The resolutions shall be deemed to be passed on the date of Extra-Ordinary General Meeting of the Company, subject to receipt of sufficient votes.

22. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.

Contact Details:

Company	Wealth First Portfolio Managers Limited Reg. Office: Capitol House, 10 Paras-II, Campus Corner, Prahaladnagar, Anandnagar Road, Ahmedabad, Gujarat-380015 Telephone: 079-40240000, Fax: 079-40240081 Email ID: info@wealthfirst.biz Website: www.wealth-firstonline.com CIN: L67120GJ2002PLC040636
Registrar and Share Transfer Agent	Bigshare Services Private Limited Corp. Office: Office No 303, Sun Square Complex, Near Chakradhari Society Bus Stop, Girish Cold Drinks Cross Road, C.G. Road, Navrangpura, Ahmedabad-380009, Gujarat, India. Telephone: 079-49196459 Email ID: bssahd@bigshareonline.com Website: www.bigshareonline.com
Scrutinizer	CS Kunal Sharma Practicing Company Secretary Office Address: 501-502, Skylar, Near Shalin Bungalows, Corporate Road, Prahaladnagar, Satellite, Ahmedabad, Gujarat -380015 Telephone: +91 9173430216 Email ID: cskunalsharma@gmail.com

FOR AND ON BEHALF OF WEALTH FIRST PORTFOLIO MANAGERS LIMITED

ASHISH SHAH
MANAGING DIRECTOR
DIN: 00089075

Date: 26/10/2026
Place: Ahmedabad

Registered Office:
Capitol House, 10 Paras-II, Near Campus Corner,
Prahaladnagar, Anand Nagar, Ahmedabad, Gujarat -380015
Telephone: 079-40240000
Email ID: info@wealthfirst.biz
Website: www.wealth-firstonline.com
CIN: L67120GJ2002PLC040636

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

ITEM NO. 1- ISSUE OF EQUITY SHARES THROUGH PREFERENTIAL ALLOTMENT FOR CONSIDERATION OTHER THAN CASH

A Share Purchase Agreement ("**SPA**") dated 26th October, 2026 has been entered between the Company, Wealth First Portfolio Managers Limited ('WFPML' or the 'Acquirer Company'), Wealth First Advisors Private Limited ('WFAPL' or the 'Target Company') and Shareholders of WFAPL.

Pursuant to the SPA, the Company, Wealth First Portfolio Managers Limited have agreed to acquire, in aggregate, upto 2,09,304 equity shares of the Target Company, constituting upto 51.00% of the total outstanding equity share capital of the Target Company, for the total consideration not exceeding INR 52.10 Cr. The acquisition shall be undertaken as follows:

a. Acquisition of upto 1,60,701 equity shares, constituting upto 39.16% of the total outstanding equity share capital of the Target Company, by the Company partly through cash consideration;
b. Acquisition of upto 48,603 equity shares, constituting upto 11.84% of the total outstanding equity share capital of the Target Company, by the Company through share swap (i.e. non-cash consideration basis);

Accordingly, the Board of Directors of your Company at their meeting held on 26th October, 2026 has approved to issue and allot upto 1,36,575 Equity Shares of Face Value of Rs. 10/- each at an Issue Price of Rs. 885.89/- each (including a premium of Rs. 875.89/- each) aggregating to upto Rs. 12.10 Crores to proposed allottees who are selling shareholders of WFAPL, out of which Mr. Ashish Navnitlal Shah belongs to Promoters / Promoter Group of the Company, for consideration other than cash i.e. against the acquisition of upto 48,603 (11.84%) of the equity shares held by selling shareholders in WFAPL, by way of a preferential issue through private placement, in accordance with the provisions of Section 62 read with Section 42 and other applicable provisions of the Companies Act, 2013 and Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and subsequent amendments thereto ("Preferential Allotment").

Pursuant to the proposed acquisition, the total percentage stake in WFAPL by the Company shall be 51.00% and subject to receipt of the necessary statutory, regulatory and other approvals, Wealth First Portfolio Managers Limited ("the Company") shall become the Holding Company of Wealth First Advisors Private Limited ("WFAPL"), and WFAPL shall become a Subsidiary of the Company. For the purposes of this Notice, the term 'Subsidiary' shall include 'Material Subsidiary', wherever applicable, and all provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, relating to

subsidiaries and material subsidiaries shall apply to WFAPL and the Company, to the extent applicable under law.

In terms of Section 62(1)(c) read with Sections 42 of the Act and rules made thereunder, and in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, 2018, the Preferential Issue requires approval of the shareholders of the Company by way of a special resolution.

Accordingly, consent of the members is being sought in terms of Section 42 & 62 of the Act and Chapter V of the SEBI (ICDR) Regulations, 2018.

The details of the issue and other particulars as required in terms of Regulation 163 of the Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 in relation to the above said Special Resolution are given as under:

1. List of Allottees for Preferential Allotment of Equity Shares:

i. For Non-Cash Consideration

Sr. No.	Name of Proposed Allottees	Maximum % age of stake in WFAPL Offered for acquisition *(for consideration other than cash)*	Maximum no. of Shares of WFAPL proposed to be transferred to Wealth First Portfolio Managers Limited ('the Company')	Maximum no. of Shares of the Company proposed to be allotted for the acquisition of WFAPL Shares	Name of the Ultimate Beneficiaries/ Owners
	Category- Promoter				
1	Ashish Navnitlal Shah	9.24	37,913	1,06,536	Ashish Navnitlal Shah
	Category- Non Promoter				
2	Nimesh Narendra Kenia	2.01	8,253	23,191	Nimesh Narendra Kenia

3	Rakesh Pravinchandra Mehta	0.59	2,437	6,848	Rakesh Pravinchandra Mehta
	Total	**11.84**	**48,603**	**1,36,575**	

2. Objects of the preferential issue:

A Share Purchase Agreement ("SPA") dated 26th October, 2026 has been entered between the Company, Wealth First Portfolio Managers Limited ('WFPML' or the 'Acquirer company'), Wealth First Advisors Private Limited ('WFAPL" or the 'Target Company') and Shareholders of WFAPL.

Pursuant to the SPA, an aggregate upto 2,09,304 equity shares of WFAPL, constituting upto 51.00% of the total outstanding equity share capital of the Target Company will be acquired by the Company, Wealth First Portfolio Managers Limited (the 'Acquirer company'). The consideration discharged for the acquisition has been structured through a combination of cash consideration and non-cash consideration (share swap), as detailed below:

Acquisition of upto 2,09,304 Equity Shares of WFAPL by the Company:

The consideration for the acquisition of upto 2,09,304 equity shares of WFAPL, constituting upto 51.00% of the total outstanding equity share capital of the Target Company shall be discharged partly in cash consideration and partly through share swap (i.e. non-cash consideration basis) as detailed below:

- **Cash Consideration:** The Company shall pay a total consideration of upto Rs. 40.00 Crores to the sellers / shareholders for the acquisition of upto 1,60,701 equity shares of WFAPL, constituting upto 39.16% of the total outstanding equity share capital of the Target Company.

- **Share Swap (Non-Cash Consideration):** The Company shall issue and allot upto 1,36,575 equity shares on a preferential basis to the sellers / shareholders of WFAPL at a price of INR 885.89 per equity share, towards the acquisition of upto 48,603 equity shares, constituting upto 11.84% of the total outstanding equity share capital of the WFAPL / Target Company, for the total consideration of upto Rs. 12.10 Crores.

Objects of the preferential issue for acquisition of stake of WFAPL:

The Company proposes to issue upto 1,36,575 Equity Shares to selling shareholders of WFAPL for consideration other than cash, as discharge of the total non-cash consideration payable

for the acquisition of their upto 48,603 Equity Shares (upto 11.84%) of the total outstanding equity share capital of the WFAPL / Target Company from them.

A. Background:

Brief Business profile of the Company: Wealth First Portfolio Managers Limited (CIN: L67120GJ2002PLC040636) was incorporated on 16th June, 2002 under Companies Act, 1956. It is a one-stop-solution for financial assets investment management. Its compressive service basket includes Investment strategizing, Asset research, Asset allocation, Tax Planning, Broking Service, Treasury management, Risk management and retirement planning. These services are catered to by an inclusive range of products such as Direct Bonds-taxable, tax-free, Government securities, Mutual funds, Fixed deposits, PMS, Direct Equity, Pension Products etc.

Brief Business Profile of WFAPL: Wealth First Advisors Private Limited (CIN: U74140GJ2001PTC039620), an unlisted Private limited company was incorporated on 1st June, 2001 under Companies Act, 1956. WFAPL is engaged in Wealth Management / Mutual Fund and financial product distribution.

Following is the Equity Share Capital Structure of WFAPL as on the date of this notice:

Category	No. of Equity Shares	Shareholding (%)
Promoter & Promoter Group (A)	3,99,694	97.39
Non-Promoter (B)	10,706	2.61
Total (C) = (A) + (B)	**4,10,400**	**100.00**

B. Rationale for acquisition of WFAPL:

The Target Entity is engaged in Wealth Management / Mutual Fund and financial product distribution and the acquisition is in line with the Company's strategy to expand its assets, distribution footprint, scale, operations and market position through inorganic growth by acquiring a controlling stake in a company engaged in similar business activities in Mumbai, India's largest Wealth Management Market.

C. Rationale for the Consideration Structure:

The proposed consideration structure, comprising a combination of cash, equity shares of the Company and continued retention of equity shares in WFAPL, has been arrived at in consultation with the selling shareholders of WFAPL and is intended to:

(a) align the long-term interests of the selling shareholders of WFAPL who elect to receive equity shares of the Company, and the continuing shareholders of WFAPL, with the performance of the combined business; and

(b) be in compliance with the pricing, allotment, disclosure and lock-in requirements prescribed under Chapter V of the SEBI (ICDR) Regulations, 2018 and the provisions of Section 62(1)(c) of the Act.

The equity shares of the Company proposed to be allotted to the eligible selling shareholders of WFAPL shall be issued at a price not less than the price determined in accordance with Regulation 164 of the SEBI (ICDR) Regulations. 2018 and shall be subject to the lock-in requirements prescribed under Regulation 167 thereof. The detailed terms of the preferential issue, including the proposed issue price, the number of equity shares proposed to be allotted, the identity of the proposed allottees and their pre- and post-issue shareholding, are set out separately in the Explanatory Statement.

D. **Benefits to the Company and its Shareholders; Board Recommendation:**

The Board of Directors of the Company is of the view that the proposed acquisition of WFAPL, and the related issuance of equity shares of the Company on a preferential basis as part of the consideration, are in the interest of the Company and its shareholders for the reasons set out in paragraphs B and C above. The acquisition is expected to be value-accretive at the consolidated level over the medium term and to contribute to long-term value creation for the shareholders of the Company. The Board accordingly recommends the resolutions set out in the accompanying Notice for the approval of the shareholders.

Further, pursuant to the preferential allotment of shares, the shareholders of WFAPL will be classified as Non-Promoters of the Company except Mr. Ashish Navnitlal Shah who is Managing Director and Promoter of the Company.

Pursuant to the proposed acquisition, the total percentage stake in WFAPL by the Company shall be 51.00% and subject to receipt of the necessary statutory, regulatory and other approvals, Wealth First Portfolio Managers Limited ("the Company") shall become the Holding Company of Wealth First Advisors Private Limited ("WFAPL"), and WFAPL shall become a Subsidiary of the Company. For the purposes of this Notice, the term 'Subsidiary' shall include 'Material Subsidiary', wherever applicable, and all provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, relating to subsidiaries and material subsidiaries shall apply to WFAPL and the Company, to the extent applicable under law.

3. Maximum number of specified securities to be issued and price of the securities:

The resolution no. 1 set out in the accompanying notice authorizes the Board to issue upto 1,36,575 Equity Shares of Rs. 10/- each at an Issue Price of Rs. 885.89/- each (including premium of Rs. 875.89/- each) on preferential basis for consideration other than cash i.e. swap of Equity shares of both the companies. So, upto 1,36,575 Equity Shares of the Company will be issued and allotted, for upto 48,603 Equity Shares collectively held by the selling shareholders in WFAPL.

4. Pricing/ Basis on which the price of the Preferential Issue has been arrived at:

A] The Preferential Issue is for consideration other than cash i.e. through swap of shares. Accordingly, as required under Regulation 163 (3) of Chapter V of the SEBI (ICDR) Regulations, 2018, the Valuation of Equity Shares of Wealth First Portfolio Managers Limited and Wealth First Advisors Private Limited has been done by M/s Den Valuation (OPC) Private Limited, IBBI Registered Valuer - (Registration No. IBBI/RV-E/06/2021/146), being an Independent Registered Valuer to enable the Companies to determine the swap ratio of Equity Shares of both the Companies vide Valuation Report dated 24th October, 2026. Accordingly, the Fair Value of Equity Shares of Wealth First Portfolio Managers Limited is Rs. 885.89/- each and the Fair Value of Equity Shares of Wealth First Advisors Private Limited is Rs. 2,489.11/- each. The Valuation Report so obtained from the Independent Registered Valuer is also placed on the website of the Company www.wealth-firstonline.com under "Investor Relations". Shareholders can directly access it by Clicking this link:- Valuation Report.

B] The Equity Shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together referred to as "Stock Exchanges"). The Equity Shares of the Company are frequently traded as per Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018 on BSE and NSE. NSE being the Stock Exchange with higher trading volumes during the preceding 90 Trading days prior to the Relevant Date has been considered for pricing in compliance with Regulation 164 of Chapter V of SEBI (ICDR) Regulations, 2018. In terms of Regulation 164 of Chapter V of SEBI (ICDR) Regulations, 2018, the minimum price shall not be less than higher of the following:

a. Rs. 885.89 each- the 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or

b. Rs. 882.43- the 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.

Pursuant to above, the minimum issue price determined in accordance with Regulations 164(1) read with Regulation 161 of Chapter V of the SEBI (ICDR) Regulations, 2018 is Rs. 885.89 each.

C] Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company does not provide for a method on the determination of a floor price/ minimum price of the shares issued on preferential basis.

Accordingly, based on the Valuation provided by the Independent Registered Valuer as per Regulation 163 (3) of the SEBI (ICDR) Regulations, 2018 in sub point A above and Valuation calculated as per Regulation 164 (1) of Chapter V of the SEBI (ICDR) Regulations, 2018 in sub point B above, the minimum issue price of the Equity Shares of the Company on Preferential basis is Rs. 885.89/- each (Face Value of Rs. 10/- each + Premium of Rs. 875.89/- each).

Hence, based on the above, the Board of Directors of the Company has decided the issue price of Equity Shares of the Company on Preferential basis shall be at a price of Rs. 885.89/- each (Face Value of Rs. 10/- each + Premium of Rs. 875.89/- each). Further, the Board of Directors of the Company have considered the Fair Value of Equity Shares of WFAPL as Rs. 2,489.11/- each for the purpose of swapping of shares.

5. Relevant date with reference to which the price has been arrived at:

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Equity Shares with reference to the proposed allotment of Equity Shares for cash and for consideration other than cash is 22nd October, 2026.

6. The class or classes of persons to whom the allotment is proposed to be made:

The proposed preferential allotment of Equity Shares is made to Individuals belonging to Promoters and Non-Promoters category.

Sr. No.	Identity of the Allottees	Category
1	Ashish Navnitlal Shah	Promoter
2	Nimesh Narendra Kenia	Non-Promoter
3	Rakesh Pravinchandra Mehta	Non-Promoter

7. Intention of promoters, directors or key managerial personnel or senior management of the issuer to subscribe to the offer:

None of the existing directors, promoters or key managerial personnel or senior management of the Company except Mr. Ashish Navnitlal Shah have shown their intention to subscribe to proposed Preferential Issue of Equity Shares.

Further, the remaining Persons/Individuals/Entities which forms part of Promoters and Promoters Group as mentioned herein below do not subscribe to the Equity Shares:

Sr. No.	Name of Persons	Category
01	Hena Ashish Shah	Promoter
02	Shah Navnitlal Popatlal HUF	Promoter Group
03	Shah Vipin Parshottam HUF	Promoter Group
04	Viren Vipinchandra Shah	Promoter Group
05	Ashesh Navnitlal Shah	Promoter Group
06	Misha Ashish Shah	Promoter Group
07	Swapneel Ashish Shah	Promoter Group
08	Kirti Pandya	Promoter Group
09	Ashish Navnitlal Shah HUF	Promoter Group
10	Dalal and Shah Fiscal Services Limited	Promoter Group
11	Wealth First Commodities Private Limited	Promoter Group
12	Oraculo Stockbrokers Private Limited	Promoter Group
13	DSFS Shares and Stock Broking Private Limited	Promoter Group
14	Wealth First Advisors Private Limited	Promoter Group
15	Wealth First Investment Advisers Private Limited	Promoter Group

The Directors (except Mr. Ashish Navnitlal Shah), Key Managerial Personnel and Senior Management of the Company do not subscribe to the Equity Shares through preferential basis.

8. The change in control if any in the company that would occur consequent to the preferential offer:

The proposed Preferential Allotment of Equity Shares will not result in any change in the management and control of the Company.

9. Time frame within which the preferential allotment shall be completed:

As required under the Regulation 170 of SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Equity Shares within a period of 15 days from the date of passing of this Special Resolution by the shareholders in Extra Ordinary General Meeting, provided that where any approval or permission by any regulatory authority or the Central Government

or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission.

10. Shareholding pattern before and after Preferential Issue would be as follows:

The Shareholding Pattern of the Company before and after the allotment of Equity Shares are as under:

Sr. No.	Category	Pre - Issue Shareholding as on 23rd October 2026		Equity Shares to be allotted	Post - Issue Shareholding	
		No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)
I	**Promoters Holdings**					
a.	**Indian Promoters**					
(i)	Individual/ Hindu Undivided Family	69,34,748	65.08	1,06,536	70,41,284	65.25
(ii)	Bodies Corporate	9,54,578	8.96	0	9,54,578	8.84
	Sub – Total (a)	**78,89,326**	**74.04**	**1,06,536**	**79,95,862**	**74.09**
b.	**Foreign Promoters**	0	0	0	0	0
	Sub – Total (I)	**78,89,326**	**74.04**	**1,06,536**	**79,95,862**	**74.09**
II	**Non-Promoters holding**					
1	Institutional Investors	12,038	0.11	0	12,038	0.11

2	Non-Institutional Investor					
(i)	Individuals	22,01,268	20.66	30,039	22,31,307	20.68
(ii)	Body Corporates	2,90,141	2.72	0	2,90,141	2.69
(iii)	Non-Resident Individuals	1,44,333	1.35	0	1,44,333	1.34
(iv)	Hindu Undivided Family	1,17,894	1.12	0	1,17,894	1.09
	Sub Total (II)	**27,65,674**	**25.96**	**30,039**	**27,95,713**	**25.91**
	GRAND TOTAL (I+II)	**1,06,55,000**	**100.00**	**1,36,575**	**1,07,91,575**	**100.00**

Notes:

1. The pre and post issue shareholding has been calculated, based on the shareholding of the Company as on Friday 23rd October 2026.

2. The existing promoters of the Company will continue to be in control of the Company and there will not be any change in the management / control of the Company as a result of the proposed allotment of the Equity shares.

11. Consequential Changes in the Voting Rights:

Voting rights will change according to the change in the shareholding pattern mentioned in Point No. 12.

12. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control if any in the issuer consequent to the preferential issues:

Sr. No.	Proposed Allottees	Ultimate Beneficial Owner	Pre Preferential Issue*		Maximum No. of Equity Shares proposed to be allotted	Post Preferential Issue	
			No. of shares held	% of shareholding		No. of shares held	% of shareholding (considering proposed allotment of upto 1,36,575 Equity Shares under current Preferential Issue)
	Category - Promoter						
01	Ashish Navnitlal Shah	Ashish Navnitlal Shah	34,26,416	32.16	1,06,536	35,32,952	32.74
	Category – Non Promoter						
02	Nimesh Narendra Kenia	Nimesh Narendra Kenia	0	0	23,191	23,191	0.21
03	Rakesh Pravindchandra Mehta	Rakesh Pravindchandra Mehta	300	0.002	6,848	7,148	0.07
	Total				**1,36,575**		
* As on 26th October, 2026.							

13. The Current and Proposed status of the allottees post the preferential issue namely, promoter or non-promoter*:*

Sr. No.	Name of Proposed Allottees	Current status of allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1	Ashish Navnitlal Shah	Promoter	Promoter
2	Nimesh Narendra Kenia	Non-Promoter	Non-Promoter
3	Rakesh Pravinchandra Mehta	Non-Promoter	Non-Promoter

14. The number of persons to whom allotment through preferential issue have already been made during the year in terms of number of securities as well as price:
During the Financial Year 2025-26 and the period from 1st April, 2026 till the date of this notice, the Company has not made any Preferential Issue of Equity Shares/ Convertible Warrants. However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2026-27 will not exceed the limit specified in the Act and rules made thereunder.

15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer:
The Company proposes to discharge the non-cash consideration payable for the acquisition of upto 48,603 (upto 11.84%) Equity Shares of WFAPL from its shareholders by issuing upto 1,36,575 Equity Shares to the shareholders of WFAPL, i.e., for consideration other than cash. As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation is required to be undertaken by an independent registered valuer where securities are issued on a preferential basis for consideration other than cash.

The Valuation of Equity Shares has been done by Den Valuation (OPC) Private Limited, IBBI Registered Valuer (Registration No. IBBI/RV-E/06/2021/146), being an Independent Registered Valuer having its Office at B/801 Gopal Palace, Nr. Shiromani Complex, Nehrunagar, Ahmedabad – 380015.

Based on the valuation report dated 24th October, 2026 obtained from the Independent Registered Valuer, the Board of Directors of the Company has approved and passed a resolution for the issuance of 1,36,575 Equity Shares at a price of Rs. Rs. 885.89/- each (Face

Value of Rs. 10/- each + Premium of Rs. 875.89/- each) per share to shareholders of WFAPL, in exchange for upto 48,603 Equity Shares held by the Proposed Allottees in WFAPL as consideration.

16. Undertakings:

i. The Issuer Company undertakes that they shall recompute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.

ii. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked–in till the time such amount is paid by the allottees.

iii. As on date of this Notice, as per the information, documents, and records available and to the best of the knowledge, the Company does not have any outstanding dues to the Securities Exchange Board of India ("Board"), BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and the Depositories.

17. Disclosure as specified under Regulation 163(1)(i) of SEBI (ICDR) Regulations, 2018:

Disclosure is not applicable in the present case as neither the Proposed Allottees, the beneficial owners of Proposed Allottees nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers.

18. Name and the address of Valuer who performed valuation:

The Valuation of Equity Shares has been done by Den Valuation (OPC) Private Limited, IBBI Registered Valuer (Registration No. IBBI/RV-E/06/2021/146), being an Independent Registered Valuer having its Office at B/801 Gopal Palace, Nr. Shiromani Complex, Nehrunagar, Ahmedabad – 380015.

19. Practicing Company Secretary' Certificate:

A copy of the certificate from Mr. Kunal Sharma (Membership No. FCS 10329) of M/s. Kunal Sharma & Associates (C.P. No.12987), Practicing Company Secretaries certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 shall be placed before the shareholders at their proposed Extra-Ordinary General Meeting and the same shall be available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch/ email of the EGM Notice till 21st November, 2026. This certificate is also placed on the website of the Company www.wealth-firstonline.com under "Investors Relations" tab. Shareholders can directly access it by clicking this link:- Auditor Certificate.

20. Lock-in period:

The aforesaid allotment of Equity Shares on a preferential basis shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended. The entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in as per Regulation 167 (6) of Chapter V of the SEBI (ICDR) Regulations, 2018.

21. Material Terms of Issue of Equity Shares

i. The Company will issue and allot in aggregate upto 1,36,575 Equity Shares to the sellers/ proposed allottees in exchange of their upto 48,603 Equity Shares in WFAPL at an Issue Price of Rs. 885.89/- each (including Premium of Rs. 875.89/- each).

ii. The Equity Shares being issued and allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

Listing:

The Company will make an application to the Stock Exchanges at which the existing equity shares are listed, for listing of the Equity Shares to be issued and allotted on a preferential basis. Such Equity Shares will rank pari-passu with the existing Equity Shares.

22. Disclosure pursuant to the provisions of Schedule VI of SEBI (ICDR) Regulations 2018:

It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its directors and promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.

23. Particulars of the offer, Kinds of Securities Offered, Price of the Securities Offered including date of passing of Board resolution:

Issue of upto 1,36,575 Equity Shares of Face Value of Rs. 10/- each at an issue price of Rs. 885.89/- each (including Premium of Rs. 875.89/- each) on preferential basis for consideration other than cash. The Board of Directors have approved the said issue at their meeting held on 26th October 2026.

24. Amount which the company intends to raise by way of such securities:

Upto 1,36,575 Equity Shares are being issued and allotted for consideration other than cash as a part of the consideration payable for the acquisition as mentioned above.

25. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

No contribution is being made by the existing promoters or directors except Mr. Ashish Navnitlal Shah either as part of the offer or separately in furtherance of objects.

26. Principle terms of assets charged as securities: Not Applicable

27. Interest of the Promoters/ Directors:

None of the existing Promoters, Director(s), Key Managerial Personnel except Mr. Ashish Navnitlal Shah and his relatives and Wealth First Advisors Private Limited, being a Promoter Group entity are, in any way, directly or indirectly concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding, if any.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 1 of this Notice for the approval of the Members by way of passing a Special Resolution.

ITEM NO. 2 - APPROVAL OF RELATED PARTY TRANSACTION UNDER SECTION 188 OF THE COMPANIES ACT, 2013

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with the Company's Policy on Related Party Transactions provides that entering into material transactions with a related party which, either individually or taken together with previous transaction(s) during a financial year, exceed Rs. 1,000 Crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower, requires approval of the Members of the Company.

As the Members are aware, the Company, in order to further its business interests, enters into transaction with its related party, Lakshya Asset Management Private Limited ("the Related Party"). The estimated value of transactions with these Related Parties are expected to exceed the aforementioned materiality threshold.

The shareholders of the Company had previously approved the Related Party Transactions with Lakshya Asset Management Private Limited at the 23rd Annual General Meeting held on 5th September, 2025, authorising the Company to enter into material contracts, arrangements and transactions with the said related party in the ordinary course of business and on an arm's length basis. The Company now proposes to seek ratification of the said transactions.
The details of the proposed Related Party Transaction ('RPT') between the Company and its Subsidiary Company, including the information required to be disclosed in the Explanatory Statement pursuant to Regulation 23 of Listing Regulations, 2015, read with the relevant SEBI Master Circulars and Industry Standards on "Minimum information to be provided for review of the Audit Committee and Members for approval of a Related Party Transaction" ('Standards') and applicable provisions of the Act, are as follows:

i. **Lakshya Asset Management Private Limited (Subsidiary Company)**

Sr. No	Particulars of the Information	Information provided by the Management
1	Name of the related party	Lakshya Asset Management Private Limited, Company incorporated under the Companies Act, 2013 and also a Subsidiary Company of your Company.
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Sale/Purchase/Loans/Contracts/Arrangements/Investments/Transactions/Transfer of Resources by the Company in Lakshya Asset Management Private Limited including Brokerage/ Distribution Income receivable for the Company from Lakshya Asset Management Private Limited upto Rs. 60 Crore.
4	Relationship between the listed entity / subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Lakshya Asset Management Private Limited is a Subsidiary Company of your Company.
	(i) Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The company holds 69.70% of the Equity Share Capital, Voting Power and Beneficial Interest in Lakshya Asset Management Private Limited, the related party.
	(ii) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity / subsidiary (in case of transaction involving the subsidiary).	Not Applicable.

	(iii) Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary).	Not Applicable
5	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Invested approx. Rs. 41 Crore in subscribing 76,66,666 Equity Shares of Lakshya Asset Management Private Limited.
6.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter / up to date in which the approval is sought.	Invested Rs. 5 Crore in the Mutual Fund Scheme of Lakshya Asset Management Private Limited and Brokerage Income received of Rs. 3,277 from Lakshya Asset Management Private Limited
7	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable
8	Amount of the proposed transactions being placed for approval of the Shareholders.	Sale/Purchase/Loans/Contracts/Arrangements/Investments/Transactions/Transfer of Resources including Brokerage/ Distribution Income receivable by the Company in Lakshya Asset Management Private Limited upto Rs. 60 Crore.
9	Whether the proposed transactions taken together with the transactions undertaken	Yes

	with the related party during the current financial year would render the proposed transaction a material RPT?	
10	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	84.40%
11	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable
12	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not Applicable as Related Party has not commenced its business activities during the preceding financial year.
13	Financial performance of the related party for the immediately preceding financial year.	Lakshya Asset Management Private Limited: Turnover – Rs. 0. Profit/(Loss) After Tax – (1,48,58,920).

		Net Worth – 59,51,41,080.
14	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.).	Sale/Purchase/Loans/Contracts/Arrangements/Investments/Transactions/Transfer of Resources including Brokerage/ Distribution Income receivable by the Company in Lakshya Asset Management Private Limited upto Rs. 60 Crore.
15	Details of each type of the proposed transaction	Sale/Purchase/Loans/Contracts/Arrangements/Investments/Transactions/Transfer of Resources including Brokerage/ Distribution Income receivable by the Company in Lakshya Asset Management Private Limited upto Rs. 60 Crore.
16	Tenure of the proposed transaction (tenure in number of years or months to be specified).	Till One Year from the date of passing of this Resolution.
17	Whether omnibus approval is being sought?	Yes.
18	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Sale/Purchase/Loans/Contracts/Arrangements/Investments/Transactions/Transfer of Resources including Brokerage/ Distribution Income receivable by the Company in Lakshya Asset Management Private Limited upto Rs. 60 Crore
19	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	All transactions will be carried out as part of the Company's ordinary course of business and at an arm's length basis, ensuring fairness and transparency. Moreover, these transactions will be subject to appropriate internal controls, approval processes, and governance mechanisms, including review and oversight by the Audit Committee and Board, ensuring compliance with regulatory requirements and safeguarding the interests of the stakeholders.
20	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who	Mr. Ashish Shah, Managing Director of the Company is Common director in related party.

	have interest in the transaction, whether directly or indirectly.	
21	Shareholding of the director / KMP, whether direct or indirect, in the related party.	Not Applicable
22	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable.
23	Other information relevant for decision making	Not Applicable.
24	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Not Applicable.
25	Maturity / due date.	Not Applicable.
26	Repayment schedule & terms.	Not Applicable.
27	Whether secured or unsecured	Not Applicable.
28	If secured, the nature of security & security coverage ratio.	Not Applicable.
29	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Not Applicable.
30	Latest credit rating of the related party	Not Applicable.
31	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of	Not Applicable.

	subsisting default. In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	

None of the Directors or Key Managerial Personnel of the Company or its respective relatives, other than as mentioned above, are concerned or interested, in the resolution.

Members may note that pursuant to the provisions of the Listing Regulations, all related parties of the Company (whether such related party is a party to the above-mentioned transactions or not) shall not vote to approve these Resolutions.

The said transaction(s)/contract(s)/arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members.

FOR AND ON BEHALF OF WEALTH FIRST PORTFOLIO MANAGERS LIMITED

ASHISH SHAH
MANAGING DIRECTOR
DIN: 00089075

Date: 26/10/2026
Place: Ahmedabad

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