

**NOTICE**

Notice is hereby given that 1<sup>st</sup> Extra-Ordinary General Meeting for Financial Year 2023-24 of the members of 360 ONE Investment Adviser and Trustee Services Limited ("formerly known as IIFL Investment Adviser and Trustee Services Limited") will be held at shorter notice on Wednesday, May 31, 2023 at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013 at 12.30 PM to transact the following business:

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**Special Business:**

**Item No. 1: To Regularize appointment of Mr. Rohit Wadhwa as a Director of the Company**

"RESOLVED THAT pursuant to the provisions of Section 152, 160, 161(1), 149 and any other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Rohit Wadhwa (DIN: 10053831) who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 11, 2023 and who holds the office up to the date of ensuing General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director, liable to retire by rotation.

RESOLVED FURTHER THAT any Directors of the Company or any Key Managerial Personnel or Mr. Chinmay Joshi, Authorised Signatory of the Company, be and is hereby severally authorized to file necessary returns / forms to the Registrar of Companies / Securities & Exchange Board of India (SEBI) and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

**Item No.2: To approve appointment of Mr. Rohit Wadhwa as Whole-Time Director of the Company and for payment of Remuneration**

"RESOLVED THAT pursuant to the provisions under Section 196, 197, 198, 203, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and its rules framed thereunder, including any statutory amendments, modifications or re-enactment thereof, as may be required in this regard, the consent of the members be and is hereby accorded for the appointment of Mr. Rohit Wadhwa (DIN: 10053831) as a Whole-time Director on the Board of the Company for the period of 3 (Three) years commencing from April 11, 2023 to April 10, 2026 with effect from April 11, 2023 and shall be liable to retire by rotation, for a period of three years on terms and conditions as placed before the Board including remuneration to be payable for a period of three years, notwithstanding that remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and Schedule V to the Companies Act, 2013 in case of no profits / inadequate profits.

RESOLVED FURTHER THAT the Board of Directors or Mr. Anshuman Maheshwary - Authorised Signatory of the Company be and is hereby authorised to alter and / or vary any of the terms of

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Tel: (91-22) 4876 5600 Fax: (91-22) 4646 4706 Email: secretarial@360.one www.360.one

REGISTRATION NO: INA000000888

CIN: U74990MH2010PLC211334



remuneration in consultation with the Whole-Time Director provided such variation is in accordance with the provisions in Schedule V of the Companies Act, 2013 and / or the provisions of law as may be applicable thereto from time to time.

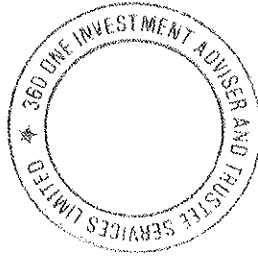
**RESOLVED FURTHER THAT** any Director or Chief Financial Officer or Company Secretary or Mr. Chinmay Joshi, Authorised Signatory of the Company, be and are hereby severally authorized to sign and execute necessary documents and forms / returns with the Registrar of Companies and other concerned Authorities and to take all such steps as may be necessary, proper or expedient to give effect to the above resolution and to give certified True Copy of the said resolution."

***Certified True Copy***

For **360 ONE INVESTMENT ADVISER AND TRUSTEE SERVICES LIMITED**

**("FORMERLY KNOWN AS IIFL INVESTMENT ADVISER AND TRUSTEE SERVICES LIMITED")**

  
**Nikita Shah**  
**Company Secretary**  
**ICSI Membership No: A26447**  
**Date: May 29, 2023**  
**Place: Mumbai**



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Notes:

1. Statement of material facts pursuant to section 102 of the Companies Act, 2013, in respect of special business to be transacted at the general meeting is attached herewith.
2. A member entitled to attend and vote at the general meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and such a proxy need not be a member of the company. The instrument of proxy in order to be effective, should be deposited at the registered office of the company, duly completed and signed, not less than 48 hours before the commencement of the meeting.
3. A person can act as proxy on behalf of members not exceeding fifty (50) 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 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company, a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Members are requested to bring their Attendance Slip along with their copy of Notice to the meeting.
5. Relevant documents referred to in the accompanying notice and the statements are open for inspection by the members at the Registered Office of the company on all working days, except Saturdays, during business hours up to the date of the meeting.
6. Members who have not registered their e – mail address so far, are requested to register their e-mail address for receiving all communication including Notice, Circulars, etc. from the Company electronically.



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CIN: U74990MH2010PLC211334

**EXPLANATORY STATEMENTS PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013 ("ACT")**

The Board of Directors approved the payment of remuneration to Mr. Rohit Wadhwa, Whole-Time Director of the Company effective from April 11, 2023 for a period of three years being the tenure of appointment on the following remuneration and terms and conditions:

**Statement / Information as required under sub clause iv of Part II - Section II - B of Schedule V**

**I. General Information:**

- (1) Nature of industry – Advisory and Trust Services
- (2) Date or expected date of commencement of commercial production - The Company is completely into Advisory and Trust Service since date of Formation
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not Applicable
- (4) Financial performance based on given indicators:

| <b>Financial performance based on given indicators</b> | <b>2022-23</b> | <b>2021-22</b> | <b>2020-21</b> |
|--|----------------|----------------|----------------|
| Income (including exceptional income)                  | 16,16,03,923   | 16,97,49,646   | 11,87,98,348   |
| Net profit / (Loss) as per profit and loss             | 1,55,47,554    | 10,63,490      | 1,58,83,624    |
| Amount of Dividend paid                                | -              | -              | -              |
| Rate of Dividend declared                              | -              | -              | -              |
| Finance Cost   | 13,05,006      | 75,57,132      | 1,92,23,088    |
| Depreciation   | 3,28,099       | 6,00,816       | 6,00,816       |
| Taxes  | 50,56,985      | 3,13,269       | 32,35,934      |
| Earnings before interest, depreciation & taxes         | 2,22,37,644    | 95,34,707      | 3,89,43,462    |
| % of EBIDT to turnover                                 | 13.76%         | 5.62%          | 32.78%         |

- (5) Foreign investments or collaborations, if any. – Nil

**II. Information about the appointee:**

- (1) Background Details – Name: Mr. Rohit Wadhwa  
 Designation: Whole-Time Director  
 Fathers name: Mr. Suresh Kumar Wadhwa  
 Nationality: Indian  
 DOB: 25/03/1971  
 Qualification: B.Sc.(Hons), PGDBM  
 Experience: 29 years



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- (2) Past remuneration: Not Applicable
- (3) Recognition or awards: Not Applicable
- (4) Job profile and his suitability: The Whole-Time Director shall be responsible for the management of the entire affairs of the Company and to do all acts and things, which in the ordinary course of business, he considers necessary or proper or in the interest of the Company.  
Considering the above and having regard to age, qualifications, ability and experience and looking to the business requirement, the proposed remuneration is in the interest of the Company.
- (5) Remuneration proposed: Rs. 1,08,00,000/- per annum with an increment including but not limited to bonus, any perquisite (ESOP's of Holding Company, allowances etc.) from time to time in line with the Company's policy.
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Compared to the remuneration with respect to the industry size of the Company etc. the remuneration proposed to be paid to him is very low or is appropriate.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any: - Mr. Rohit Wadhwa is a professional Director and is not related to other directors

**III. Other information:**

- (1) Reasons of loss or inadequate profits - Unfavourable Market conditions
- (2) Steps taken or proposed to be taken for improvement - Curtailment of expenses, increase in turnover and substantial marketing efforts are likely to increase the profitability of the Company.
- (3) Expected increase in productivity and profits in measurable terms. - It is expected that revenues will grow at a healthy pace of 10 %.

**IV. Disclosures:**

The following disclosures shall be mentioned in the Board of Director 's report under the heading — Corporate Governance, if any, attached to the financial statement: — Not Applicable

- (i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;

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- (ii) details of fixed component and performance linked incentives along with the performance criteria;
- (iii) service contracts, notice period, severance fees;
- (iv) stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable

The relevant details relating to the appointment of Mr. Rohit Wadhwa as required under the Act and the Secretarial Standards issued by the Institute of Company Secretaries of India, are provided in the "Annexure A" to this Notice.

The Board recommends passing of this resolution as special resolution for approval of the members of the Company.

Except Mr. Rohit Wadhwa, None of the Directors or Key Managerial Personnel of the Company or their relatives in any way, are concerned or interested, financially or otherwise in the said resolution.

For **360 ONE INVESTMENT ADVISER AND TRUSTEE SERVICES LIMITED**  
(**"FORMERLY KNOWN AS IIFL INVESTMENT ADVISER AND TRUSTEE SERVICES LIMITED"**)



**Nikita Shah**  
**Company Secretary**  
**ICSI Membership No: A26447**  
**Date: May 29, 2023**  
**Place: Mumbai**



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**Annexure A to the Notice**

**DISCLOSURES RELATING TO THE DIRECTORS PURSUANT TO SECRETARIAL STANDARD-2 ON  
GENERAL MEETINGS**

|  |  |
|--|--|
| Name   | Rohit Wadhwa   |
| DIN  | 10053831   |
| Age  | 52 years   |
| Nationality  | Indian   |
| Date of first appointment on the Board                         | April 11, 2023   |
| Shareholding in the Company (as on May 31, 2023)               | NIL  |
| Terms and conditions of appointment or re-appointment          | Executive Director for a period of Three (3) years and liable to retire by rotation  |
| Board meetings attended during the current financial year      | One  |
| Experience and expertise in specific functional are            | Financial and Strategic  |
| Qualification(s)   | B.Sc.(Hons), PGDBM   |
| Last drawn remuneration and remuneration sought to be paid     | No remuneration was paid;<br>Remuneration proposed: Rs. 1,08,00,000/- per annum including but not limited to bonus, any perquisite (ESOP's of Holding Company, allowances etc.) from time to time in line with the Company's policy. |
| Relationship with other Directors and Key Managerial Personnel | Mr. Rohit Wadhwa is not related to any other Directors and Key Managerial Personnel of the Company   |
| Directorship in other companies                                | None   |
| Chairman/Member in the committees of other companies *         | None   |

For 360 ONE INVESTMENT ADVISER AND TRUSTEE SERVICES LIMITED  
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Nikita Shah

Company Secretary

ICSI Membership No: A26447

Date: May 29, 2023

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**ATTENDANCE SLIP**

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional slips on request.

|                  |  |
|------------------|--|
| Master Folio No: |  |
|------------------|--|

NAME AND ADDRESS OF SHAREHOLDER: \_\_\_\_\_

NAME OF PROXYHOLDER: \_\_\_\_\_

NO. OF SHARES HELD: \_\_\_\_\_

I hereby record my presence at the 1<sup>st</sup> EXTRA-ORDINARY GENERAL MEETING of the Members of 360 ONE Investment Adviser and Trustee Services Limited ("formerly known as IIFL Investment Adviser and Trustee Services Limited") on Wednesday, May 31, 2023 at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013 at 12.30 PM

Signature of the Shareholder or Proxy \_\_\_\_\_

**Notes:**

(1) Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.

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**Form No. MGT-11**

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U74990MH2010PLC211334

Name of the Company: **360 ONE INVESTMENT ADVISER AND TRUSTEE SERVICES LIMITED**  
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|                        |
|------------------------|
| Name of the Member(s): |
| Registered address:    |
| E-mail Id:             |
| Folio No. / Client Id: |
| DP ID:                 |

I/We \_\_\_\_\_ being member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint

Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1<sup>st</sup> EXTRA-ORDINARY meeting of the company, to be held on the Wednesday, May 31, 2023, at 12.30PM at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai – 400013 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To Regularize appointment of Mr. Rohit Wadhwa as a Director of the Company
2. To approve appointment of Mr. Rohit Wadhwa as Whole-Time Director of the Company and for payment of Remuneration

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

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

Signature of Proxy holder(s): \_\_\_\_\_

Affix revenue stamp

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

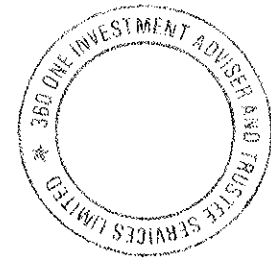
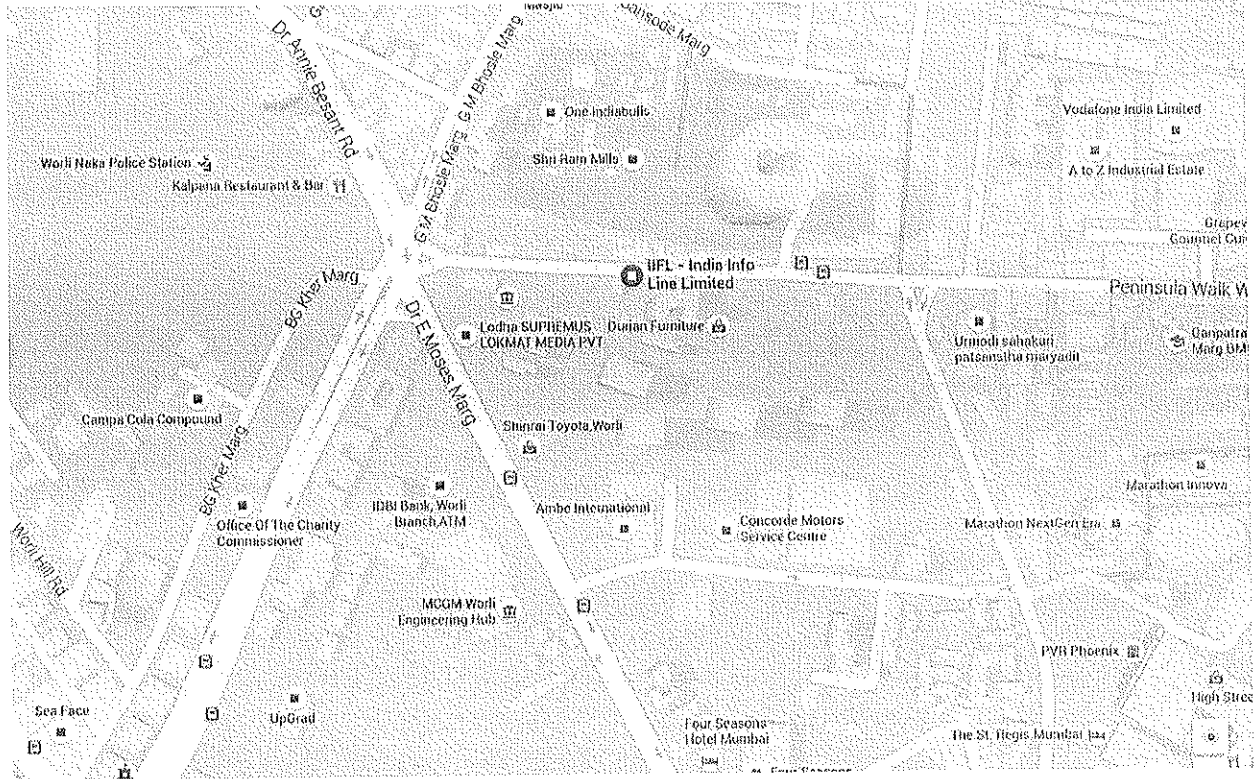
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**Route Map**



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