

**NOTICE OF EXTRAORDINARY GENERAL MEETING OF THE COMPANY**

**NOTICE IS HEREBY GIVEN THAT THE 1<sup>ST</sup> EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF IIFL WEALTH DISTRIBUTION SERVICES LIMITED WILL BE HOLD ON THURSDAY, MAY 4, 2023 AT 11.30 A.M. AT 360 ONE CENTRE, KAMALA CITY, SENAPATI BAPAT MARG, LOWER PAREL, MUMBAI 400013, TO TRANSACT THE FOLLOWING SPECIAL BUSINESS.**

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**Special Business:**

1. To consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

**Change of Name of the Company and consequential alterations in Memorandum of Association and Articles of Association of the Company:**

**“RESOLVED THAT** pursuant to the provisions of (a) Section 4, 5, 13, 14 and 15 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) and (b) all other acts, rules, regulations, circulars, notifications and guidelines as may be applicable to the Company in this regard and subject to the approval from the statutory authority(ies) as may be applicable, approval of the Members of the Company be and is hereby accorded to change the name of the Company from **‘IIFL Wealth Distribution Services Limited’** to **“360 ONE Distribution Services Limited.”**

**RESOLVED FURTHER THAT** upon the issuance of the ‘Certificate of Incorporation pursuant to change of name by the Registrar of Companies, the name **360 ONE Distribution Services Limited**, be substituted for **‘IIFL Wealth Distribution Services Limited’** wherever it appears in the Memorandum of Association and Articles of Association of the Company and Clause 1 of the Memorandum of Association of the Company be altered as under:

1. The name of the Company is **360 ONE Distribution Services Limited**

**RESOLVED FURTHER THAT** the Directors of the Company or Company Secretary and Mr. Rohit Bhasse and Mr. Chinmay Joshi, and Mr. Amit Bhandari and Mr. Raghuvir Mukherji and Mr. Dinesh Tanwar Authorised Signatory be and are hereby severally authorised to do all such acts, deeds and things as it may at its absolute discretion deem necessary to give effect to this resolution without being required to seek any further consent or approval of the members and to execute all such deeds, documents, instruments and writings as may be required and to make all such filings as may be necessary, with powers on behalf of the Company to delegate and to settle all such questions, difficulties or doubts whatsoever which may arise and to give such directions and/or instructions as may be necessary or expedient in this regard.”

**By Order of the Board of Directors,  
For IIFL Wealth Distribution Services Limited**

**Sd/-  
Mansi Shah  
Company Secretary**

**IIFL WEALTH DISTRIBUTION SERVICES LIMITED**  
(FORMERLY KNOWN AS IIFL DISTRIBUTION SERVICES LIMITED)

**Corporate & Registered Office:**  
360 ONE Centre, Kamala City, Senapati Bapat Marg,  
Lower Parel, Mumbai – 400 013  
TEL: (91-22) 4876 5600 | FAX: (91-22) 4875 5606  
Email id: [secretarial@iiflw.com](mailto:secretarial@iiflw.com)  
(An IIFL Wealth Group)

**AMFI-Registered Mutual Fund Distributor**

CIN: U45201MH1995PLC228043

**Copy to:**

1. Directors of the Company
2. Members of the Company
3. M/s. Deloitte Haskins & Sells LLP, Statutory Auditors

**Notes:-**

1. A MEMBER ENTITLED TO ATTEND, VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND, AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. AN INSTRUMENT APPOINTING A PROXY IS ENCLOSED HERewith AND IT SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. THE STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, ("**EXPLANATORY STATEMENT**") RELATING TO THE SPECIAL BUSINESSES PROPOSED TO BE TRANSACTED AT THIS EXTRA ORDINARY GENERAL MEETING IS ENCLOSED HERewith.
4. ATTENDANCE SLIP IS ENCLOSED HERewith. MEMBERS/PROXIES ARE REQUIRED TO CARRY ATTENDANCE SLIP AT THE MEETING.
5. CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVE TO ATTEND AND VOTE AT THE MEETING ARE REQUESTED TO ENSURE THAT THE AUTHORIZED REPRESENTATIVE CARRIES A DULY CERTIFIED TRUE COPY OF THE BOARD RESOLUTION, POWER OF ATTORNEY OR SUCH OTHER VALID AUTHORIZATIONS UNDER THE COMPANIES ACT, 2013, AUTHORIZING THEM TO ATTEND AND VOTE AT THE MEETING. IN TERMS OF THE PROVISIONS OF THE COMPANIES ACT, 2013, THE REPRESENTATIVES OF CORPORATE MEMBERS WITHOUT PROPER AUTHORIZATION, SUCH AS BOARD RESOLUTION OR POWER OF ATTORNEY OR SUCH OTHER VALID AUTHORIZATION, MAY NOT BE ABLE TO ATTEND THE MEETING.

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**STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013:-**

**Item No. 1:**

**Change of name of the Company and consequential amendment in Memorandum of Association and Articles of Association of the Company:**

The Members are requested to note that the Board of Directors of the Company on March 29, 2023 approved change of name of the Company from 'IIFL Wealth Distribution Services Limited' to '**360 ONE Distribution Services Limited**' and consequential alteration in Articles of Association and Memorandum of Association of the Company, subject to approval from Registrar of Companies and Members of the Company.

The proposed name has been duly approved and made available by the Central Registration Centre, Registrar of Companies, vide its approval letter dated **April 6, 2023** and the same shall be valid for a period of 60 days.

The Board of Directors of the holding company, at its meeting held on November 15, 2022 has approved the adoption of the new brand namely '**360 ONE**' for itself & its subsidiaries and also approved a new name to reflect New Brands. Consequent to the adoption of the New Brand by the holding company, the Company is required to adopt new brand and change the name for itself to align with the holding Company. The Company has also received the No Objection Letter(s) from (i) National Stock Exchange of India Limited; (ii) BSE Limited; (iii) Multi Commodity Exchange of India Limited; (iv) National Commodity & Derivatives Exchange Limited and the Clearing Corporation i.e. The NSE Clearing Limited. As per the provisions of Section 13 and Section 14 of the Companies Act, 2013, approval of the Members vide Special Resolution is required to be accorded for changing the name of the Company & consequent alteration in Memorandum of Association and Articles of Association of the Company.

A copy of the proposed amended Articles of Association and Memorandum of Association of the Company is available for physical inspection by Members of the Company at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai- 400013, during normal business hours on all working days from the date of dispatch of the Notice, up to the date of the Extra Ordinary General Meeting as stated in the Notice.

The Board recommends that the resolution set forth in Item No. 1 for the approval of Members as Special Resolution.

None of the Directors of the Company and their relatives, has any concern or interest, financial or otherwise, in the proposed resolution.

**By Order of the Board of Directors,  
For IIFL Wealth Distribution Services Limited,**

**Sd/-  
Mansi Shah  
Company Secretary  
Place: Mumbai  
Date:**

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**Regd. Office:** 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel Mumbai Mumbai- 400 013

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**PROXY FORM**

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

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|                        |  |
|------------------------|--|
| Name of the member (s) |  |
| Registered address     |  |
| E-mail Id              |  |
| Folio No/ Client Id:   |  |
| DP ID                  |  |

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

1. Name: \_\_\_\_\_

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

Email ID: \_\_\_\_\_

Or failing him

2. Name: \_\_\_\_\_

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

Email ID: \_\_\_\_\_

or failing him

3. Name: \_\_\_\_\_

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

Email ID: \_\_\_\_\_

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and whose signature(s) is/are appended below 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 General Meeting for the Financial Year **2023-24** of the Members of IIFL Wealth Distribution Services Limited be held on **11.30** a.m. at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400013 of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business:

| Resolution No. | Particulars   |
|----------------|---|
| 1.             | Change of name of the Company and consequential amendment in Memorandum of Association and Articles of Association of the Company |

Signed this .

Signature of Member: \_\_\_\_\_

Affix  
Revenue  
Stamp

\_\_\_\_\_  
Signature of the 1<sup>st</sup> Proxy holder

\_\_\_\_\_  
Signature of the 2<sup>nd</sup> Proxy holder

\_\_\_\_\_  
Signature of the 3<sup>rd</sup> Proxy holder

**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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**THE ROUTE MAP FOR EGM VENUE**

IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400013

**LANDMARK:** Next to NSDL Building



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