

NOTICE

Notice is hereby given that **12th Annual General Meeting** of the members of **360 ONE DISTRIBUTION SERVICES LIMITED** ("the Company" and formerly known as **IIFL Wealth Distribution Services Limited**) will be held at short notice on **Wednesday, August 09, 2023** at **04.00 PM (IST)** at the Registered Office of the Company at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai – 400013 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023, the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2023, together with the Board's and the Auditors' Reports thereon, be and are hereby considered and adopted."

2. To appoint a Director in place of Mr. Yatin Shah (DIN: 03231090), who retires by rotation and being eligible, offers himself for re-appointment and, in this regard, to consider and pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder, Mr. Yatin Shah (DIN: 03231090), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. To consider and approve appointment of Ms. Geeta Mathur (DIN: 02139552) as Non-Executive Independent Director of the Company:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of the Section 149, 152, 160, 161 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of the Board of Directors of the Company, Ms. Geeta Mathur (DIN: 02139552), who was appointed as an Additional Director (Non-executive, Independent) of the Company with

360 ONE DISTRIBUTION SERVICES LIMITED (Formerly known as IIFL Wealth Distribution Services Limited)

Corporate & Registered Office: 360 ONE Centre, Kamla City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013

Tel: (91-22) 4876 5600 Fax: (91-22) 4646 4706 Email: secretarial@360.one www.360.one CIN: U45201MH1995PLC228043

AMFI-Registered Mutual Fund Distributor (ARN:181727)

effect from June 30, 2023 and who holds office up to the date of this Annual General Meeting in terms of Section 161 (1) of the Act and with respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director under Section 160 of the Act, be and is hereby appointed as Non- Executive Independent Director, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 150, 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and rules framed there under (including any statutory modification(s) or reenactment thereof for the time being in force) and pursuant to Regulation 24 (1) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, Ms. Geeta Mathur (DIN: 02139552), be and is hereby appointed as Non-Executive Independent Director to hold the office upto March 02, 2025, not liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Chief Financial Officer or Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds and things as it may at its absolute discretion deem necessary to give effect to this resolution and execute all such deeds, documents, instruments and writings as may be required and make all such filings as may be necessary and to give such directions and / or instructions as may be necessary or expedient in this regard.”

Registered Office:

360 ONE Centre, Kamala City,
Senapati Bapat Marg, Lower Parel,
Mumbai – 400013
CIN: U45201MH1995PLC228043
Tel: (+91-22) 4876 5600
Fax: (91-22) 4646 4706
E-mail: secretarial@360.one
Website: www.360.one

Date: August 08, 2023
Place: Mumbai

By Order of the Board of Directors

For 360 ONE Distribution Services Limited
(formerly known as IIFL Wealth Distribution
Services Limited)

Sd/-
Mansi Shah
Company Secretary
ACS 29280

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NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the “AGM” or “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself /herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Pursuant to Section 113 of the Act, the corporate members may appoint representatives for the purpose of participation and voting in the AGM.

Corporate members intending to attend the AGM through their representatives are requested to send a certified true copy of the board resolution and power of attorney (PDF / JPG format) if any, authorizing their representative to attend and vote on their behalf. The said resolution / authorization shall be sent to by e-mail through its registered e-mail ID address to secretarial@360.one.

3. A statement pursuant to Section 102 of the Act (“**Explanatory Statement**”) setting out material facts relating to the special business to be transacted at the AGM, under Item No. 3 is annexed hereto and forms part of this Notice.
4. The Register of Directors and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the notice and explanatory statement, will be available for inspection by the members of the Company at Registered office of the Company during business hours 10:00 A.M. to 06:00 P.M. (except Saturday and Sunday) up to the date of Annual General Meeting and will also be available during the Annual General Meeting.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. Members / proxies attending the meeting are requested to bring their duly filled admission / attendance slips sent along with the notice of annual general meeting at the meeting.

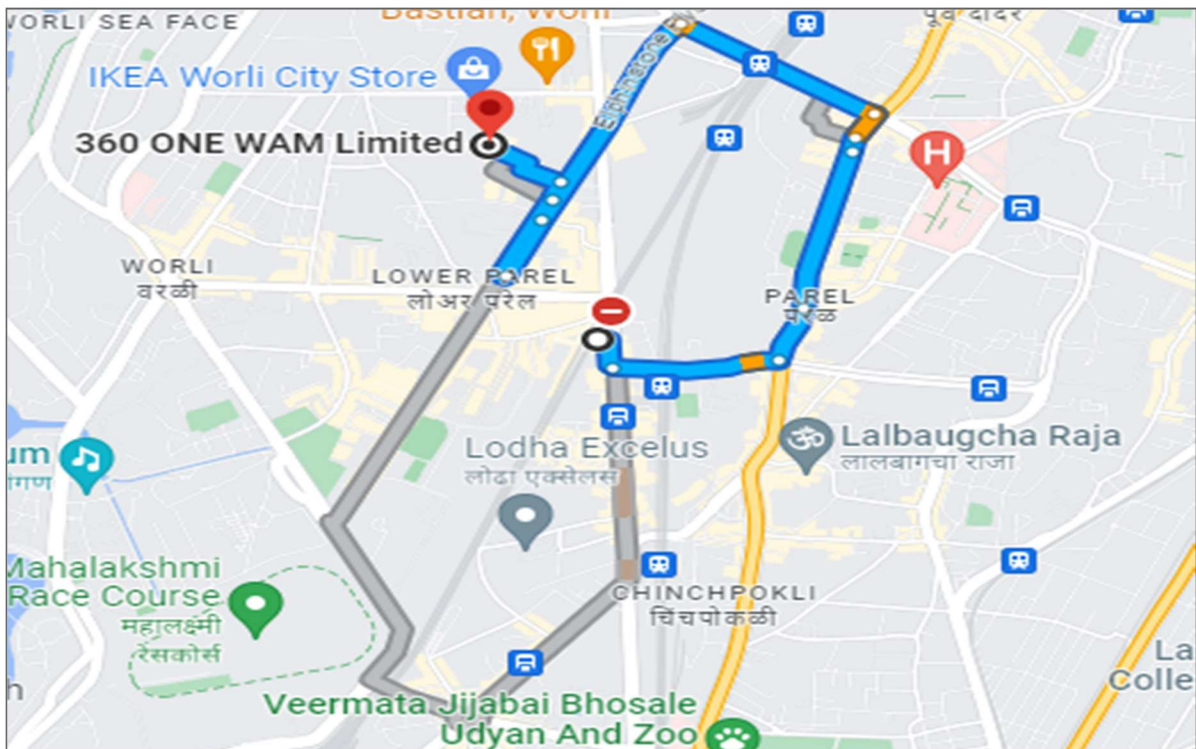
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7. Details of Director retiring by rotation and seeking re-appointment at the ensuing Meeting is provided in the “**Annexure A**” to the Notice.
8. A Route Map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is given below:



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the members of the Company:

Item No. 3: To consider and approve appointment of Ms. Geeta Mathur (DIN: 02139552) as Non-Executive Independent Director of the Company

The Company has become the material unlisted subsidiary of 360 ONE WAM LIMITED (the Holding Company). As per Regulation 24(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed company is required to appoint one of its Independent Directors on the Board of its material subsidiary Company. Accordingly, the Board of Directors of 360 ONE WAM Limited nominated, Ms. Geeta Mathur for appointment as Non-Executive, Independent Director on the Board of the Company, subject to necessary approvals.

In view of the above, Ms. Geeta Mathur (DIN: 02139552) was appointed as an Additional Director (Non-Executive, Independent Director) of the Company with effect from June 30, 2023 by the Board of Directors, to hold office upto the date of this Annual General Meeting.

Based on the skills, rich experience, knowledge and vast expertise especially in the financial sector and as in opinion of the Board of Directors, it is recommended to appoint Ms. Geeta Mathur as an Independent Director of the Company to hold the office upto March 02, 2025.

The Company has received a declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 ("the Act"). The Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing her candidature as an Independent Director of the Company. Ms. Geeta Mathur is not disqualified from being appointed as Director of the Company in terms of Section 164 and has given her consent to act as a Director of the Company.

The necessary documents relating to her appointment shall be open for inspection by the Members at the Registered Office of the Company. Inspection by the Members can be done on any working day during the normal working hours (except Saturday and Sunday) up to the date of AGM of the Company and shall also be available at the venue of the AGM till the conclusion of the AGM.

The other details of Ms. Geeta Mathur in terms of Secretarial Standard - 2 is annexed to this Notice as "**Annexure A**".

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Except of Ms. Geeta Mathur and her relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board accordingly recommends the Ordinary resolution set out at item no. 3 of this notice to the Members, to grant their approval by way of an ordinary resolution for appointment of Ms. Geeta Mathur as an Independent Director of the Company to hold office upto March 02, 2025, not liable to retire by rotation.

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360 ONE Centre, Kamala City, Senapati
Bapat Marg, Lower Parel, Mumbai –
400013

CIN: U45201MH1995PLC228043

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Fax: (91-22) 4646 4706

E-mail: secretarial@360.one

Website: www.360.one

Date: August 08, 2023

Place: Mumbai

By Order of the Board of Directors

For 360 ONE Distribution Services Limited
(Formerly known as IIFL Wealth
Distribution Services Limited)

Sd/-

Mansi Shah

Company Secretary

ACS 29280

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Annexure A

Detailed profile of Director(s) seeking appointment / re-appointment in the Annual General Meeting pursuant to Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India

Name of the Director	Mr. Yatin Shah	Ms. Geeta Mathur
Date of Birth	27/01/1976	21/11/1966
Age	47 years	57 years
Date of Appointment	May 26, 2020	June 30, 2023
Expertise in specific functional areas	Investment Banking, Equity Research, Strategic Management, Accounting and Finance	Finance, banking, risk management and treasury
Qualification	Bachelor's Degree in Commerce from the University of Mumbai and Master's Degree in Science (Finance) from Class Business School, London	Chartered Accountant
Experience	He has significant experience in the financial services sector. He has previously worked with Khandwala Securities Limited and Kotak Mahindra Bank Limited. He has previously been named the 'Best Relationship Manager' by Kotak Mahindra Bank and secured the 'Best Financial Manager' award for the best registered deal by the Asian Institute of Management, Manila.	She started her career with ICICI, where she worked for over 10 years in the field of project, corporate and structured finance as well represented ICICI on the Board of reputed companies such as Eicher Motors, Siel Limited etc. She then worked in various capacities in large organizations such as IBM and Emaar MGF across areas of Corporate Finance, Treasury, Risk Management and Investor relations. She also developed a strong understanding of systems, including IT systems and processes for efficient budgeting and working capital management.

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		She transitioned to the development sector and worked as CFO of Helpage India, one of the largest and oldest national level Non-Profit Organization in India working for the cause of the elderly. She brought about systemic changes in the financial management systems including transition to Oracle ERP and won several awards for presentation and transparency in presentation of Accounts during her tenure.
Terms & Conditions of Appointment or re-appointment	He is liable to retire by rotation	She is not liable to retire by rotation
Shareholding	4 Shares as a Nominee of 360 ONE WAM LIMITED	NIL
Remuneration sought to be paid	NIL	NIL
Last drawn Remuneration, if any	NIL	NIL
Relationship with other Directors / Managers / KMP	Not related to any Director / Key Managerial Personnel of the Company	Not related to any Director / Key Managerial Personnel of the Company
Number of Board Meetings attended during the year 2022-23	Six out of Seven Board Meetings	Not Applicable
Details of Directorship in other Companies	<ol style="list-style-type: none"> 1. 360 ONE WAM LIMITED 2. 360 ONE Portfolio Managers Limited 3. 360 ONE Prime Limited 4. 360 ONE IFSC Limited 5. 360 ONE Foundation 6. Naykia Realty Private Limited 7. Entrepreneur's Organisation Mumbai 	<ol style="list-style-type: none"> 1. 360 ONE WAM LIMITED 2. NIIT Limited 3. IIFL Finance Limited 4. Info Edge (India) Limited 5. Canara HSBC Life Insurance Company Limited 6. OnMobile Global Limited 7. Healthcare Global Enterprises Limited

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		<p>8. Motherson Sumi Wiring India Limited</p> <p>9. Hero Housing Finance Limited</p> <p>10. Sentiss Pharma Private Limited</p> <p>11. Ummed Housing Finance Private Limited</p> <p>12. IPE Global Centre for Knowledge And Development</p>
Details of Membership / Chairmanship of Committees of other Boards	<p>1. 360 ONE WAM Limited [Stakeholder Relationship Committee – Member]</p> <p>2. 360 ONE Prime Limited [Audit Committee – Member]</p>	<p>1. 360 ONE WAM LIMITED [Audit Committee – Chairperson]</p> <p>2. NIIT Limited [Audit Committee – Chairperson]</p> <p>3. Motherson Sumi Wiring India Limited [Audit Committee – Member]</p> <p>4. Info Edge (India) Limited [Audit Committee – Chairperson]</p> <p>5. IIFL Finance Limited [Audit Committee – Member]</p> <p>6. OnMobile Global Limited [Audit Committee – Member]</p> <p>7. HealthCare Global Enterprises Ltd [Audit Committee – Chairperson]</p> <p>8. Canara HSBC oriental Bank of Commerce Insurance Ltd [Audit Committee – Chairperson]</p> <p>9. Hero Housing Finance Limited [Audit Committee – Member]</p>

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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:	
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NAME AND ADDRESS OF SHAREHOLDER: _____

NAME OF PROXYHOLDER: _____

NO. OF SHARES HELD: _____

I hereby record my presence at the 12th ANNUAL GENERAL MEETING of the Members of **360 ONE DISTRIBUTION SERVICES LIMITED** ("the Company" and formerly known as **IIFL Wealth Distribution Services Limited**) held on **Wednesday, August 09, 2023 at 04.00 PM (IST)** at the Registered Office of the Company at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai – 400013

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.

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: U45201MH1995PLC228043
Name of the Company: 360 ONE Distribution Services Limited (Formerly known as IIFL Wealth Distribution Services Limited)
Registered Office: 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai – 400013

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:
2. Address:
3. Email Id:
4. Signature: or failing him
1. Name:
2. Address:
3. Email Id:
4. Signature: or failing him
1. Name:
2. Address:
3. Email Id:
4. 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 12th ANNUAL GENERAL MEETING of the Members of **360 ONE DISTRIBUTION SERVICES LIMITED** (formerly known as IIFL Wealth Distribution Services Limited) held on **Wednesday, August 09, 2023 at 04.00 PM (IST)** at the Registered Office of the Company 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 consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Yatin Shah (DIN: 03231090), who retires by rotation and being eligible, offers himself for reappointment.
3. To consider and approve appointment of Ms. Geeta Mathur (DIN: 02139552) as Non-Executive Independent Director of the Company.

Signed this _____ day of _____ 2023

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.