

NOTICE OF 2nd EXTRAORDINARY GENERAL MEETING OF THE COMPANY

NOTICE IS HEREBY GIVEN THAT THE 2nd EXTRA ORDINARY GENERAL MEETING OF FY 2023-24 OF THE MEMBERS OF 360 ONE DISTRIBUTION SERVICES LIMITED (FORMERLY KNOWN AS IIFL WEALTH DISTRIBUTION SERVICES LIMITED) WILL BE HELD ON WEDNESDAY, 6TH DAY OF MARCH 2024 AT 5.00 P.M. AT REGISTERED OFFICE OF THE COMPANY TO TRANSACT THE FOLLOWING BUSINESS.

Special Business:

- 1. To consider and approve the remuneration payable to Ms. Anu Jain (DIN: 01001502) as Whole Time Director of the Company**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the approval of the Members of the Company be and is hereby accorded for payment of remuneration with effective from May 01, 2024 to Ms. Anu Jain (DIN: 01001502), Whole-time Director of the Company, liable to retire by rotation, for remaining period of her appointment up to April 30, 2026, upon the terms and conditions of remuneration as approved by the Board of Directors and as set out in the explanatory statement attached to this notice including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of section 197 of the Act (subject to such approval as required), with liberty to the Board to alter and vary the terms and conditions of the said appointment as it may deem fit and in such manner as may be agreed to between the Board and Ms. Anu Jain, provided that such variation is in accordance with the provisions of Schedule V of the Companies Act, 2013, and / or any amendment thereto.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary or Mr. Navin Upadhyaya – Authorised Signatory of the Company, be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and to give certified true copy of this resolution.”

**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
Mem. No. ACS29280
Place: Mumbai
Date: March 06, 2024

Registered Office: 360 ONE Centre, Kamala City, Lower Parel, Mumbai – 400013
CIN: U45201MH1995PLC228043
E-mail: secretarial@360.one
Telephone No.: +91-22-4876 5600

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 – 400 013

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

AMFI-Registered Mutual Fund Distributor (ARN:181727)

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 and vote at the Extra Ordinary General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
2. 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.
3. The Register of Directors and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 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 Extra Ordinary General Meeting and will also be available during the Extra Ordinary General Meeting.
4. 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.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on March 01, 2024.
6. Members/proxies attending the meeting are requested to bring their duly filled admission/ attendance slips sent along with the notice of Extra Ordinary General Meeting at the meeting.
7. Pursuant to Section 113 of the Act, the corporate members may appoint representatives for the purpose of participation and voting in the EGM.

Corporate members intending to attend the EGM 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

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8. 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 EGM, under Item No. 1, is annexed hereto and forms part of this Notice.
9. A Route Map along with Prominent Landmark for easy location to reach the venue of Extra Ordinary General Meeting is annexed with the notice of Extra Ordinary General Meeting.

**By Order of the Board of Directors,
For 360 ONE Distribution Services Limited
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**Sd/-
Mansi Shah
Company Secretary
Mem. No. ACS29280
Place: Mumbai
Date: March 06, 2024**

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EXPLANATORY STATEMENT UNDER SECTION 101 OF THE COMPANIES ACT, 2013: -

As required by Section 102 of the Companies Act 2013, the following explanatory statement sets out all material facts relating to the business mentioned under the resolution accompanying Notice.

Item No. 1

To consider and approve the remuneration payable to Ms. Anu Jain (DIN: 01001502) as Whole Time Director of the Company

At the Extra Ordinary General Meeting of the Company held on April 30, 2021, the Members of the Company had approved the appointment of Ms. Anu Jain (DIN: 01001502), Whole-time Director of the Company for a period of Five (5) years with effect from May 01, 2021 and terms of remuneration for a period of Three (3) years up to April 30, 2024.

Keeping in view of her vast experience and exposure in the industry, the Board of Directors of the Company at its meeting held on January 17, 2024, has approved payment of remuneration to Ms. Anu Jain (DIN: 01001502) for a period of Two (2) years with effect from May 01, 2024.

The terms and condition of payment of remuneration to her are as under:

Ms. Anu Jain shall, subject to such approvals as may be required, be entitled to the following remuneration, subject to deduction of tax at source of all applicable taxes in accordance with the laws for the time being in force:

- a) Basic Salary: Rs. 52,00,000/- Per annum.
- b) Housing/HRA: She shall be entitled to a Company provided house or house rent allowance upto 50% of basic salary.
- c) Other benefits: In addition to the above, she will be entitled to allowances pertaining to Conveyance, Medical, Education, Meal, Supplementary and such other benefits as applicable as approved by the Board.
- d) In addition, she shall be eligible for contribution to provident funds, insurance, gratuity and superannuation and leave encashment as approved by the Board.
- e) Other Terms: She shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof.

The annual increments which will be effective April 01 each year, will be performance-based and will consider the performance of the Company as well which will be within the maximum limit prescribed as per provisions of the Companies Act, 2013.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules wherever applicable and in the absence of any such Rules, perquisites shall be evaluated at actual cost.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act as amended / replaced and as in force from time to time.

Minimum Remuneration: Notwithstanding anything to the contrary herein contained, wherein the financial year during the currency of the tenure of Ms. Anu Jain as a Whole-Time- Director, the Company has no profits, or its

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profits are inadequate, the Company will pay to Ms. Anu Jain remuneration by way of salary, benefits, perquisites and allowances, performance linked incentive/bonus and Long-term incentive as specified above, subject to necessary approvals as may be required for this purpose.

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

Except Ms. Anu Jain, none of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in said resolution.

The relevant details relating to the remuneration of Ms. Anu Jain as required under the Companies Act, 2013 and the Secretarial Standards issued by the Institute of Company Secretaries of India, are provided in the "**Annexure A**" to this Notice.

**By Order of the Board of Directors,
For 360 ONE Distribution Services Limited
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**Sd/-
Mansi Shah
Company Secretary
Mem. No. ACS29280
Place: Mumbai
Date: March 06, 2024**

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"Annexure A" to the Notice

Disclosures Relating to the Directors Pursuant to Secretarial Standard-2 on General Meetings

Name	Ms. Anu Jain
DIN	01001502
Age	54 Years
Nationality	Indian
Qualification(s)	Ms. Anu Jain is MBA in Finance from SIMSREE with specialization in technical analysis of the Indian Stock Market.
Experience	<p>Ms. Anu Jain possesses more than two decades of experience in Indian Stock Market. Before joining 360 ONE Wealth, Ms. Anu Jain was working with DSP Merrill Lynch's wealth management desk as Equity Advisor. Earlier at Dujon Investments, Ms. Anu Jain headed the investment desk and actively managed large portfolios.</p> <p>Ms. Anu Jain started her career with SSKI as a strategic portfolio advisor.</p>
Date of first appointment on the Board	April 30, 2021
Shareholding in the Company	Nil
Terms and conditions of re-appointment	Not Applicable.
Remuneration Last drawn	As set out in the explanatory statement.
Remuneration sought to be paid	As set out in the explanatory statement.
Board meetings attended during the current financial year (FY 2023-24)	4
Relationship with other Directors and Key Managerial Personnel	Ms. Anu Jain is not related to any other Directors and Key Managerial Personnel of the Company
Directorship in other companies	360 ONE IFSC Limited (Formerly known as IIFL Wealth Securities IFSC Limited)
Chairman/Member in the committees of other companies	None

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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 2nd Extra Ordinary General Meeting of the Members of **360 ONE Distribution Services Limited (Formerly known as IIFL Wealth Distribution Services Limited)** held on a **WEDNESDAY, 6th DAY OF MARCH, 2024 AT 5.00 P.M.** at registered office at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel West, 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.

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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]

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: _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 2nd Extra-Ordinary General Meeting for Financial Year 2023-24 of the Members of 360 ONE Distribution Services Limited (Formerly known as IIFL Wealth Distribution Services Limited) on **WEDNESDAY, 6TH DAY OF MARCH, 2024 AT 5.00 P.M.** at the Registered Office of the Company at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013 and at any adjournment thereof in respect of such resolution as are indicated below:

1. To consider and approve the remuneration payable to Ms. Anu Jain (DIN: 01001502) as Whole Time Director of the Company.

Signed this _____ day of _____ 2024.

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

Affix stamp	revenue
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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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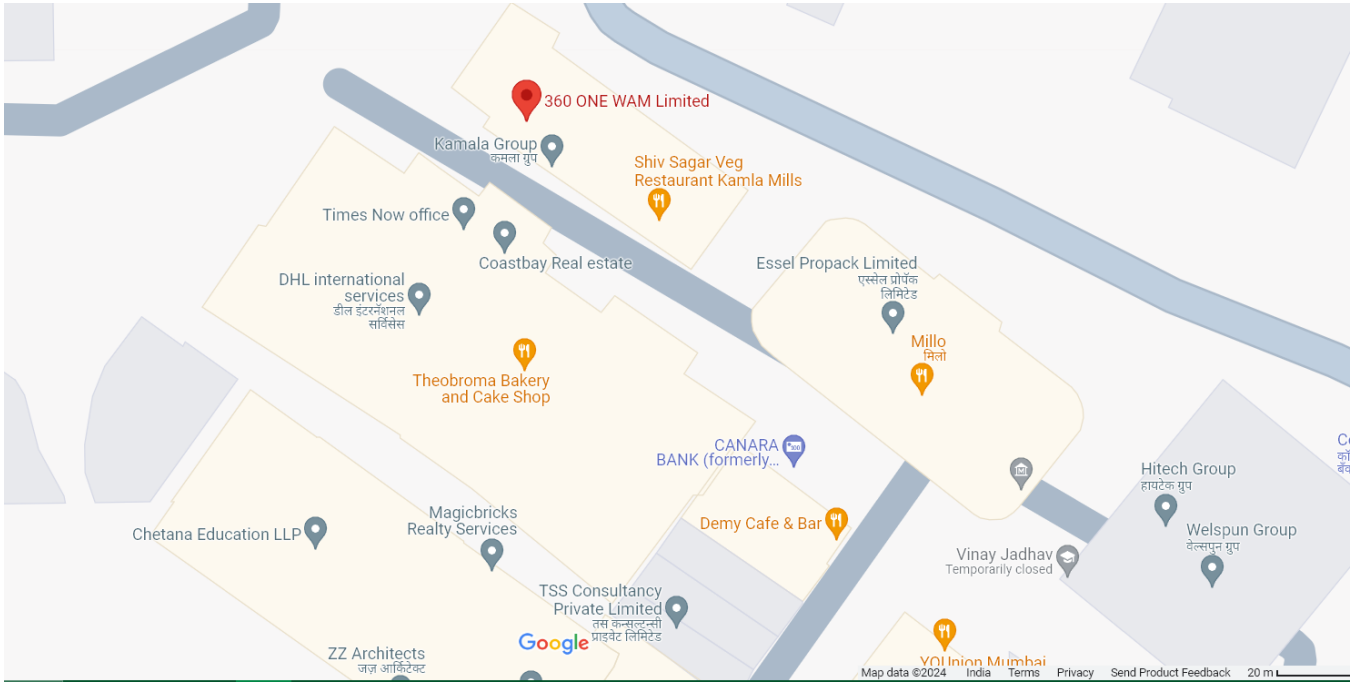
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THE ROUTE MAP FOR EGM VENUE

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



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