

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of 360 ONE Prime Limited (Formerly known as IIFL Wealth Prime Limited) (CIN: U65990MH1994PLC080646) will be held on Wednesday, 19th day of June, 2024 at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013 at 11.00 A.M. to transact the following business:

Ordinary Business:

Item no. 1 – Adoption of financial statements

To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, and reports of Board of Directors and the Auditors' thereon.

Item no. 2 – Declaration of Dividend

To approve final dividend of Rs. 0.50/- per equity share of the Company for the financial year ended March 31, 2024.

Item no. 3 – Appointment of Mr. Yatin Shah as a director, liable to retire by rotation

To appoint a Director in place of Mr. Yatin shah (DIN: 03231090), who retires by rotation and being eligible, offers himself for reappointment.

Item no. 4 – Appointment of Statutory Auditor of the Company.

To appoint M/s. Kalyaniwalla & Mistry, LLP. Chartered Accountant(s), as the Statutory Auditor of the Company.

“RESOLVED THAT pursuant to the provisions of Section 139, 141 and 142 of the Companies Act, 2013 read with the Companies [Audit and Auditors] Rules, 2014, RBI Circular RBI/2021-22/25 Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 and other applicable provisions [including any modification or re-enactment thereof] if any, approval of the members of the company be and is hereby accorded for appointment of M/s. Kalyaniwalla & Mistry, LLP. Chartered Accountant(s), (Firm Registration Number-104607W/W100166), as the Statutory Auditors of the Company to hold the office for the term of three years beginning from the conclusion of this Annual General Meeting till the conclusion of the 33rd Annual General Meeting of the Company, subject to satisfying eligibility norms under Section 141 of the Companies Act, 2013 and under RBI Guidelines, at a remuneration, to be decided by the Board of Director's in consultation with the Auditor's”.

RESOLVED FURTHER THAT any one of the Board of Directors, Chief Financial Officer, Company Secretary be and is hereby severally authorised for and on behalf of the Company to take all necessary steps and to do all acts, deeds, matters, and things which may deem necessary in this behalf.”

Special Business

To consider and approve the following as ordinary Resolution:

5. To approve re-appointment of Mr. Yatin Shah (DIN: 03231090) as whole-time Director of the company for a term of five years:

“RESOLVED THAT pursuant to the provisions of Section 152, 196, 197, 198 & 203 and Schedule V and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there- under, Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (including any statutory modification(s) or re-enactments thereof for the time being in force), and the applicable provision of SEBI (Listing Obligation and Disclosures Requirement) Regulations, 2015, and pursuant to the recommendation by Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the Members of the Company, be and is hereby accorded for the re-appointment of Mr. Yatin Shah (DIN - 03231090), as the Whole-time Director of the Company, for a period of five years, with effect from January 22, 2025 at the remuneration & perquisites, as set out in the explanatory statement to this item of the Notice of the Annual General Meeting;

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the “Board”, which term shall include any Committee which the Board of Directors of the Company may have constituted or may hereafter constitute and delegate with the powers necessary for the purpose) of the Company, be and are hereby authorised to alter, vary, increase, enhance, widen the said terms and conditions of appointment and remuneration of Mr. Shah in the best interests of the Company;

RESOLVED FURTHER THAT Mr. Shah, be subject to retirement by rotation during his tenure as the Whole-time Director of the Company.

RESOLVED FURTHER THAT in case of absence or inadequacy of profits in any financial year, the aforesaid remuneration and perquisites shall be paid to Mr. Shah, as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds and things and execute all such agreements, documents, instruments and writings as may be required, file requisite forms or applications with statutory/regulatory authorities and to delegate all or any of its powers herein conferred to any Committee of Directors or Directors, to give effect to the aforesaid resolution.”

Notes:

- a. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on June 14, 2024
- b. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not to be a member of a company. The Instrument appointing a proxy should be deposited at the registered office of the company not less than forty eight-hours before the commencement of meeting.
- c. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- d. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.

- e. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays (including Public Holidays), during business hours up to the date of the Meeting.

By Order of the Board of Directors,

For 360 ONE Prime Limited

(Formerly known as IIFL Wealth Prime Limited)

Sd/-

Amit Bhandari

Company Secretary

Membership No: ACS 25871

Registered Office:360 ONE Centre,
Kamala City, Lower Parel, Mumbai – 400 013

CIN: U65990MH1994PLC080646

E-mail: nbfc-compliance@360.one

Telephone No.: +91-22-39585765

Dated: April 22, 2024

Place: Mumbai

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

The following Statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

Item No. 3 & 5

The Members at the Extra-Ordinary General Meeting held on Wednesday, 17th day of January, 2020 had appointed Mr. Yatin Shah as Whole-time Director of the Company, with effect from 22nd January, 2020 to hold office for a term of 5 years. Accordingly, the tenure of Mr. Yatin Shah as Whole-time Director is due to expire on January 21, 2025.

The Nomination and Remuneration Committee and the Board of the Company considering the knowledge and expertise in the business affairs of the Company and considering the significant growth achieved by the Company, the ambitious growth plan for immediate future and the responsibilities borne by Mr. Shah, it is recommended to re-appoint Mr. Yatin Shah, as whole-time Director of the Company for a period of five years with immediate effect.

The terms of re-appointment and remuneration payable to Mr. Shah are, as follows:

Income heads	CTC FY 24
Basic Salary	2,37,50,004
Housing/HRA	1,18,75,008
Leave Travel allowance	10,99,980
Other benefits (Conveyance, Medical, Education, Meal, Supplementary and such other benefits, as approved by NRC)	26,400
Total	3,67,51,392
Value of perquisites u/s 17(2) Income-tax Act, 1961	-
5. Others, please specify (PF)	21,600
Total with perquisites & Others	3,67,72,992
CAR Lease EMI & Insurance Deduction	1,01,87,004
ERA - LIFESTYLE (Car Reimbursement)	5,40,000
Total	4,75,00,000

Annual Increment: Board / Nomination and Remuneration Committee can determine the remuneration on an annual basis subject to increment not exceeding 25% per annum of above mentioned basic salary, allowances, other benefits and perquisites.

Annual Bonus: He shall be paid commission as permissible under the Companies Act 2013 and as determined by the Board / Nomination and Remuneration Committee from time to time. In addition, he will be eligible for contribution to provident funds, insurance, gratuity and superannuation and leave encashment as per the rules of the Company and approved by Board / Nomination and Remuneration Committee.

In case of absence or inadequacy of profits in any financial year, the aforesaid remuneration be paid to Mr. Shah as minimum remuneration.

Performance Bonus to be paid to Mr. Shah will be in accordance with the NRC Policy of the company and regulations / guidelines issued by the RBI or any other statutory authority as applicable, from time to time.

Mr. Shah has furnished to the Company, his consent to act as a Whole-time Director and that he is not disqualified from being appointed as a Director of the Company, in Form DIR-8.

Details of Mr. Yatin Shah seeking re-appointment is as under:

Name of the Director	Mr. Yatin Shah	
DIN	03231090	
Date of Birth	January 27, 1976	
Age	47 Years	
Date of first appointment on the Board	October 04, 2016	
Qualifications	M.Sc. in Finance from Cass Business School, London	
Profile & Expertise	<p>Mr. Shah is a Whole-time Director of our Company. He is a co-founder and joint CEO of the wealth management business at 360 ONE Distribution Services Limited. He has more than 20 years of experience in the financial services industry, across equity research and private wealth management.</p> <p>He has a Bachelor's degree in Commerce from the University of Mumbai and a Master of Science degree in Finance from Cass Business School, London.</p> <p>He started his career in Equity Research with Khandwala Securities, after which he was associated with Kotak in their Wealth Management division.</p>	
Number of Meetings of the Board attended during the year	5	
Directorship in other companies	<ol style="list-style-type: none"> 1. 360 ONE WAM Limited 2. 360 ONE Portfolio Managers Limited 3. 360 ONE Distribution Services Limited 4. 360 ONE IFSC Limited 5. Naykia Realty Private Limited 6. 360 ONE Foundation 7. Entrepreneurs' Organization Mumbai 8. 360 ONE Alternates Asset Management Limited 	
Membership / Chairpersonship of committees in other companies*	Company Name	Committee Membership
	360 ONE WAM Limited	Stakeholder Relationship Committee – Member
Shareholding in 360 ONE Prime Limited	1 share (As a nominee shareholder on behalf of 360 ONE WAM Limited)	
Relationship between directors inter-se	No	
Remuneration sought to be paid	As mentioned above	

Last drawn remuneration (including sitting fees and commission)	7.59 Crores (For Financial Year 2023-24)
Terms and Conditions of appointment	Whole-time Director, liable to retire by rotation

Except Mr. Yatin Shah, none of the Directors and Key Managerial Personnel of the Company are concerned or interested in the resolution set out at Item 4.

Item No. 4

M/s. Singhi & Co, Chartered Accountants were appointed as the Statutory Auditors of the Company in 2021 for three (3) years, to hold office from the conclusion of 27th Annual General Meeting, until the conclusion of the 30th Annual General Meeting of the Company to be held in year 2024.

RBI vide its Guidelines dated April 27, 2021 on “Appointment of Statutory Central Auditors /Statutory Auditors for Banks & NBFCs” and subsequent clarifications (the Guidelines) requires that statutory auditors of a NBFC can only be appointed for a period of three continuous years and having completed three years cannot be reappointed. The guidelines also, inter-alia, stipulate that an audit firm can engage with a maximum number of eight NBFCs irrespective of the size and status of NBFCs.

Accordingly, Management had evaluated various audit firms on the criteria specified in the above mentioned circular and based on the recommendation of Audit Committee and Board’s approval it is proposed to appoint M/s. Kalyaniwalla & Mistry, LLP. Chartered Accountants, as Statutory Auditor of the Company for a continuous period of 3 years’ subject to the firm satisfying the eligibility norms each year.

The Board recommends for approval of the Members by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company are concerned or interested in the passing of this resolution.

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 30th Annual General Meeting of 360 ONE PRIME LIMITED will be held on 19th Day of June, 2024, at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013, Maharashtra.

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: **U65990MH1994PLC080646**

Name of the Company: 360 ONE Prime Limited (Formerly known as IIFL Wealth Prime Limited)

Registered Office: 360 ONE Centre, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013

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 _____

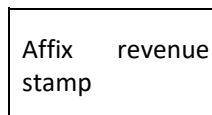
As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th ANNUAL GENERAL MEETING of the members of 360 ONE Prime Limited (Formerly known as IIFL Wealth Prime Limited) to be held on 19th day of June, 2024 at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013, Maharashtra, 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, 2024, and reports of Board of Directors and the Auditors' thereon.
2. To approve final dividend of Rs. 0.50 per equity share of the Company for the financial year ended March 31, 2024.
3. To appoint a Director in place of Mr. Yatin Shah Jain (DIN: 03231090), who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint M/s M/s. Kalyaniwalla & Mistry, LLP., Chartered Accountant(s), as the Statutory Auditor of the Company.
5. To approve re-appointment of Ms. Yatin Shah (DIN : 03231090) as whole-time director of the company for period of Five Years:

Signed this _____ day of _____ 2024

Signature of Shareholder: _____

Signature of Proxy holder(s): _____



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.

Route Map

