

**Notice of Extra-Ordinary General Meeting**

NOTICE is hereby given that the First Extra-Ordinary General Meeting of 360 ONE Prime Limited (Formerly known as IIFL Wealth Prime Limited) (CIN: U65990MH1994PLC080646) for Financial Year 2024-25, will be held on Tuesday, 04<sup>th</sup> day of June, 2024 at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Delisle Road, Lower Parel (West), Mumbai – 400013 at 11.30 A.M. to transact the following business:

**1. To approve material related party transactions and in this regards, to consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to Regulation 23 and all other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (**"the Listing Regulations"**), and all applicable provisions of the Companies Act, 2013 (**"the Act"**) and Rules made thereunder, (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transactions and basis the approval and recommendation of the Audit Committee and Board of Directors, approval of the Members be and is hereby accorded to the Board of Directors (**"the Board"** which term shall be deemed to include a Committee of the Board) to enter into in the ordinary course of business and on arm's length basis in arrangements/ transactions/contracts (whether individual transaction or transactions taken together or series of transactions or otherwise) with Karan Bhagat, M/s Kyrush Investment, Yatin Shah and M/s. Yatin investment, a Related Party as defined in the Listing Regulations and the Act, whether by way of contracts/arrangements/transactions or otherwise, with respect to transactions as detailed in the explanatory statement whether individually and/or in the aggregate, may exceed 10% of the annual consolidated turnover as per the Company's last audited financial statements, without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company, Chief Financial Officer, Company Secretary or any other person as authorized by Board, be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation(s)/ renegotiation(s)/modification(s)/ amendment(s) to or termination(s) thereof, of any arrangement(s)/transaction(s)/ contract(s) and to make or receive/pay monies or to perform all other obligations in terms of such arrangement(s)/transaction(s)/contract(s) filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution be and is hereby approved, ratified and confirmed in all respect.”

**2. Payment of commission to Non-Executive / Independent Directors of the Company.**

**RESOLVED THAT** pursuant to the provision of section 197, 198 and other applicable provisions of the Companies Act, 2013 (**“the Act”**), read with relevant rules (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (**Listing Regulations**), all the Non-Executive / Independent Directors of the Company be paid, remuneration by way of commission, in addition to the sitting fees for attending the meetings of the Board of Director or committees thereof, as the Board of Directors may from a time to time determine, not exceeding one percent (1%) per annum of the net profit of the company as may be computed in a manner laid down in section 198 of the Act, for each relevant financial year.

**RESOLVED FURTHER THAT**, the Board of director of the Company (including NRC Committee or any other committee constituted by the Board) be and is hereby authorized to do all such steps as may be necessary, proper or expedient to give effect to the said resolution”

**By Order of the Board of Directors**

**Sd/-**

**Amit Bhandari**

**Company Secretary & Compliance Officer**

**Membership No. A25871**

**Registered Office:** 360 ONE Centre, Kamala City, Senapati Bapat Marg, Delisle Road, Lower Parel (West), Mumbai – 400013

**CIN:** U65990MH1994PLC080646

**E-mail:** nbfc-compliance@360.one

**Telephone No.:** +91-22-4876 5600

**Dated:** May 31, 2024

**Place:** Mumbai

**NOTES:**

1. The statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and the reasons for the proposals set out above is annexed herewith.
2. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on May 24, 2024.
3. Members/Proxyholder/Authorised Representative are requested to bring duly filled Attendance Slip enclosed herewith along with their copy of the Notice to attend the Meeting.
4. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.
5. The route map showing directions to reach the venue of the EGM is annexed and forms part of the Notice.

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

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

**Item No. 1:**

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“Listing Regulations”) requires Members approval by means of an ordinary resolution for all material related party transactions, including transactions that are in the ordinary course of business of the concerned company.

A transaction with a related party shall be considered material under the Listing Regulations, if the transaction(s) in a contract to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements whichever is lower, or any other materiality threshold prescribed by any other applicable law.

The annual consolidated turnover of the Company for FY 2023-24 is Rs. Rs. 897.21 Crores. Accordingly, any transaction(s) by the Company with its related party exceeding Rs. 89.72 Crores (10% of the Company’s annual consolidated turnover) shall be considered as material transaction and hence, the prior approval of the Members will be required for the same.

The Company is one of the leading non-banking financial companies (NBFC), primarily engaged in the business of financing of Loans against Securities (LAS), Loan- against-Property (LAP) and Unsecured lending products. Considering the nature of business and operations of the Company, the Company enters into various Related Party Transactions in the ordinary course of business.

As per Regulation 23 of the Listing Regulations, approval of the Members is sought for approval of the arrangements/ transactions/contracts undertaken whether by way of continuation/extension/renewal/modification/ratification of earlier arrangements/ transactions/contracts.

The Company proposes to obtain approval of its Members for giving approval to the Board for carrying out and/ or continuing with the loan transactions with above mentioned related parties.

The above stated transactions with related parties fall within the purview of the Listing Regulations and all these transactions in aggregate, are material related party transactions under the Listing Regulations. These transactions are in the ordinary course of business and on an arm’s length basis.

With respect to the above matter, the Members are requested to note following disclosures of Interest:

Sr. No.	Name of the Related Party	Nature of Concern or Interest
1	Mr. Karan Bhagat	Director
2	Kyrush Investment	A firm in which Director and his relative are partner
3	Yatin Shah	Director
4	Yatin Investments	A firm in which Director and his relative are partner

The details required as under the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 22, 2021 in connection with the Material Related Party Transactions is attached in "Annexure A".

The Board accordingly recommends the ordinary resolutions set out at Item Nos. 1 of this Notice for approval of the Members.

Except the above Directors and their relatives, none of the Directors/Key Managerial Personnel/their relatives are, in any way, concerned or interested, financially or otherwise in the Ordinary Resolutions set out at Item No. 1.

**Item No. 2:**

As per requirement of the Section 197, 198 and other relevant provision of the Companies Act, 2013 ("the Act"), regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations") and taking into account the roles and responsibilities of the Directors, it is proposed that the remuneration by way of commission to be paid to Independent Director at a sum not exceeding one percent per annum of the profits of the company, as prescribed under the 197 of the Act and "net profit" shall be computed in the manner laid down in section 198 of the Act for each relevant financial year.

The quantum of remuneration payable to each of Independent Directors shall be fixed and decided by the Board of Directors after considering the recommendations of the Nomination and Remuneration Committee, and considering attendance, type of meeting, their contribution etc. This remuneration shall be in addition to the sitting fees and reimbursement expenses payable to the directors for participation to the meetings.

The Board accordingly recommends the ordinary resolutions set out at Item Nos.2 of this Notice for approval of the Members.

Except the Independent Directors, none of the Directors/Key Managerial Personnel/the relatives are, in any way, concerned or interested, financially or otherwise in the Ordinary Resolutions set out at Item No. 2.

**By Order of Board of Director**  
**For 360 ONE PRIME LIMITED**  
(formerly Known as IIFL Wealth Prime Limited)

Sd/-

**Amit Bhandari**

**Company Secretary & Compliance Officer**

**Membership No. A25871**

**Registered Office:** 360 ONE Centre, Kamala City, Senapati Bapat Marg, Delisle Road, Lower Parel (West), Mumbai – 400013

**CIN:** U65990MH1994PLC080646

**E-mail:** nbfc-compliance@360.one

**Telephone No.:** +91-22-4876 5600

**Dated:** May 31, 2024

**Place:** Mumbai

**Annexure A**

**The details required as under the Listing Regulations in connection with the Material Related Party Transactions are given below**

**(Pursuant to the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 issued by the Securities and Exchange Board of India on November 22, 2021)**

<b>Name of Related Party</b>	<b>Karan Bhagat</b>	<b>Kyrush Investment</b>	<b>Yatin Shah</b>	<b>Yatin Investment</b>
<b>Nature of Relationship</b>	Director	A firm in which Director and his relative are partner	Director	A firm in which Director and his relative are partner
<b>Nature of concern or interest of the related party (financial or otherwise)</b>	Financial	Financial	Financial	Financial
<b><u>Value and Type of Transaction: Aggregate value of fresh transactions between 360 ONE Prime limited and its related parties is as per details mentioned herein below:</u></b>				
<b>Type of Transaction</b>	<b>Transaction Limits</b>			
<b>Loan</b>	Maximum outstanding Loan upto Rs. 200 Crore at any point of time and Rs. 1000 Crore taken together all loan transactions during a financial year 2024-25			

**II. Value of transaction as a percentage of Company's annual consolidated turnover a (based on turnover of Financial Year 2023-24)**

<b><u>Nature of Transaction</u></b>	<b><u>% of Company's annual consolidated turnover</u></b>			
	<b>Karan Bhagat</b>	<b>Kyrush Investment</b>	<b>Yatin Shah</b>	<b>Yatin Investment</b>
<b><u>Loan</u></b>	111%	111%	111%	111%

**III. Type, Material terms including Tenure, Rate of Interest, repayment, security, other covenants of the Transactions, source of funds, purpose of use of funds and Justification as to why the related party transaction is in the interest of the listed entity.**

Type of Transaction	Tenure	Interest Rate	Security	Repayment	Source of Funds	Purpose of use of funds	Indebtness incurred for giving laon	Justification as to why the related party transaction is in the interest of the listed entity
Loan	Up to 5 years	Based on PLR	Diversified Portfolio Direct Equity, Debt, AIF & Mutual Fund	Interest Payment on Quarterly Basis and Principal Repayment On Maturity or bullete re-payment	Internal Accruals	Investment	Nil	The transaction shall be in Ordinary Course of business and at Arm's length.

**IV. Valuation or other external party report.**

Not applicable.



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 EXTRAORDINARY MEETING of the Members of **360 ONE PRIME LIMITED** held on **04<sup>th</sup> day of June, 2024 at 11.30 .A.M.** at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Delisle Road, 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.

**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**

Registered Office: **360 ONE Centre, Kamala City, Senapati Bapat Marg, Delisle Road, Lower  
Parel (West), Mumbai – 400013**

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 EXTRAORDINARY GENERAL MEETING of the company, to be held on the on Tuesday, 04<sup>th</sup> day of June, 2024 at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Delisle Road, Lower Parel (West), Mumbai – 400013 a.m. at 11.30. A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

**1.**

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024

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.**

ROUTE MAP

The screenshot displays a Google Maps interface on a Windows desktop. The browser's address bar shows the URL for the location of 360 ONE WAM Limited. The map is centered on the Worli area in Mumbai, India, with a red pin marking the business location. The left sidebar provides details for '360 ONE WAM Limited', including a 4.2-star rating based on 12 reviews and a classification as an 'Investment service'. The desktop taskbar at the bottom shows the Windows search bar, several application icons, and system tray information including the date (05-02-2024) and time (11:21).