

NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of 360 ONE Prime Limited (Formerly known as IIFL Wealth Prime Limited) (CIN: U65990MH1994PLC080646) will be held on Tuesday, 27th day of June, 2023 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, 2023, and reports of Board of Directors and the Auditors' thereon.

Item no. 2 – Declaration of dividend

To approve final dividend of Rs. 3.70 per equity share of the Company for the financial year ended March 31, 2023.

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

To appoint a Director in place of Mr. Himanshu Jain (DIN: 02052409), who retires by rotation and being eligible, offers himself for reappointment.

Special Business

To consider and approve the following as Special Resolution:

4. To approve re-appointment of Ms. Rekha Warriar (DIN : 08152356) as an independent director of the company for a second terms of five consecutive years:

“RESOLVED THAT pursuant to the provision of Section 149, 152 read with Schedule IV and other applicable provision of the Companies Act, 2013 (“the Act”) and rules framed there under and SEBI (Listing Obligation and Disclosures Requirement) Regulations, 2015 (“the Listing Regulations”) including any statutory modification(s) or re-enactment thereof for the time being in force and basis the recommendation of the nomination and Remuneration Committee and Board of Directors Ms. Rekha Warriar (DIN: 08152356) Independent Director of the Company who has submitted a declaration that she meets the criteria for Independent Director as provided in Section 149 (6) of the Companies Act, 2013 and is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of five consecutive years commencing from August 1, 2023 till July 31, 2028.

RESOLVED FURTHER THAT the any Director or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds and things and to execute any agreements, documents or instructions, file necessary forms / documents with any statutory authority or take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

To consider and approve the following as Special Resolution:

5. To approve the alteration of existing Articles of Association (AoA) of the Company:

RESOLVED THAT subject to the provisions of Section 5, Section 14 other applicable provisions of the Companies Act, 2013, if any and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, as amended from time to time, and all other rules, regulations, guidelines, notifications as may be applicable to the company and subject to necessary approval(s), permission(s), consent(s) and sanction(s), required, if any, the approval of the members of the Company be is hereby accorded for effecting the amendment to the existing Articles of Association (AoA) of the Company by inclusion of the following clause:

Clause 90 (4):

“Notwithstanding anything to the contrary contained in these articles, if at any time the Company obtains any loans or any assistance in connection therewith by way of guarantee, debentures or debenture-stock or otherwise from any person, firm, body corporate, local authority or public body (hereinafter called ‘The Institution’) and enters into any contract or arrangement or Debenture Trust Deed with the Debenture Trustee or institution whereby the institution subscribes for or underwrites the issue of the Company’s shares or other securities or debentures or debenture-stock or provides any assistance to the Company in any manner whatsoever and it is a term of the relative loan, assistance or contract or arrangement that the Institution or Debenture Trustee acting for the debenture holder shall have the right to appoint one or more Director or Directors to the Board of the Company(“Nominee Director(s)”), in accordance to Section 161(3) of the Act and subject to the terms and conditions of such loan, assistance, contract or arrangement the institution shall be entitled to appoint one or more Director or Directors, as the case may be, to the Board of the Company, and to remove from office any Director so appointed and to appoint another in his place or in the place a Director so appointed who resigns or otherwise vacates his office. Any such appointment or removal shall be made in writing and shall be served at the office of the Company. Each such Nominee Director shall be entitled to attend all General Meetings, Board Meetings and meetings of the Committee of which he/she is a member and the Nominee Director and the financial institutions or Debenture Trustee or such other financing entities appointing the Nominee Director shall also be entitled to receive notice of all such meetings. The Nominee Director or Directors so appointed shall neither be required to hold any qualification share nor be liable to retire by rotation and shall continue in office for so long as the relative loan, assistance, contract or arrangement, as the case may be, subsists or so long as the Institution holds any shares or other securities of the Company in terms thereof. The Director shall receive out of the funds of the Company a sum as the Board may from time to time determine for every meeting attended by him. The Nominee Director(s) shall be also entitled to be paid/reimbursed by the Company- travelling, hotel and other reasonable expense incurred in connection with their attendance at Board meetings or any committee thereof or otherwise in the execution of their duties as Nominee Director(s).

RESOLVED FURTHER THAT any Director of the Company, Chief Financial Officer, Company Secretary and Chief Investment Officer be and is hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to making the necessary application(s)/filing(s) with the Registrar of Companies and Securities Exchange Board of India (SEBI) or any other regulatory authorities/stakeholders to complete the procedure for adoption of revised set of Articles of Association of the Company and do all necessary things as may be required at the instance of Registrar

of Companies or any other regulatory authorities/person(s) and to comply with all other requirements in this regard.”

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to making the necessary application(s)/filing(s)/execution of documents, agreements with the Registrar of Companies (RoC) and the Securities Exchange Board of India (SEBI) or any other regulatory authorities/stakeholders to complete the procedure for adoption of revised set of Articles of Association of the Company, without being required to seek any further consent or approval of the members and do all necessary things as may be required in this regard.”

Notes:

- a. The Record Date fixed for the purpose of determining entitlement of the Members to the Final Dividend for the financial year ended 31st March, 2023, is 16th day of June, 2023, and such Dividend, if approved by the shareholders at the ensuing Annual General Meeting, will be paid on or within 30 days from the date of declaration, to those Members entitled thereto as aforesaid, in their bank accounts as per the details available with the Company .
- b. Pursuant to the Income-tax Act, 1961, as amended, dividend income is taxable in the hands of the Members with effect from April 1, 2020 and the Company is required to deduct tax at source from such dividend at the prescribed rates.
- c. 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 eighty-hours before the commencement of meeting.
- d. 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.
- e. In terms of Section 152 of the Companies Act, 2013, Mr. Himanshu Jain (DIN: 02052409), Director, retire by rotation at the Meeting and being eligible, offers himself for his re-appointment. The Board of Directors of the Company recommends his re-appointment. Details pursuant to Section 102 of the Companies Act, 2013 read with rules framed thereunder and Secretarial Standards on General Meetings (“SS-2”), in respect of the Directors seeking appointment/ re-appointment at the AGM and brief profiles of Mr. Himanshu Jain and Ms. Rekha Warriar are as under:

Mr. Himanshu Jain

Name of the Director	Mr. Himanshu Jain
DIN	02052409
Date of Birth	April 19, 1975
Date of first appointment on the Board	October 04, 2016
Qualifications	Masters in Finance & Control (MFC) - Institute of Finance & Management (IFM), Lucknow
Expertise	Himanshu Jain comes with over 20 years of rich experience across capital markets, wealth management and lending business. Over the course of his career, he has focused on consistent delivery of new business launch and growth for several MNC banks – particularly in the NBFC space. While

	<p>Himanshu Jain was most recently with BNP Paribas, he has spent time with Morgan Stanley, Merrill Lynch and Citigroup. Largely, he has been responsible for the setup, launch and scaling of NBFC business.</p> <p>Himanshu has joined 360 ONE Group with a zeal to grow the existing NBFC business, on the back of his domain experience, and business development focus.</p>
Number of Meetings of the Board attended during the year	6
List of Directorship / Membership /Chairmanship of Committees of other Board	Nil
Shareholding in 360 ONE Prime Limited (Formerly known as IIFL Wealth Prime Limited)	Nil
Relationship between directors inter-se	Nil
Terms and Conditions of appointment	Whole-time Director & CEO, liable to retire by rotation

Ms. Rekha Warriar

Name of the Director	Ms. Rekha Warriar		
DIN	08152356		
Date of Birth	26/07/1957		
Date of first appointment on the Board	August 1, 2018		
Qualifications	Master's degree in Applied Mathematics from the University of Bombay and a Master's in Public Policy from Princeton University, USA		
Expertise	She has an experience of over 30 years with the Reserve Bank of India in various departments. She has headed the departments of financial stability and internal debt management. She has also worked as a member of faculty in RBI's training colleges and at the National Institute of Banking Management, Pune.		
Number of Meetings of the Board attended during the year	4		
List of Directorship / Membership /Chairmanship of Committees of other Board	Name of the Company	Name of the Committee	Whether Member/ Chairman
	IIFL	Audit Committee	Member

	Securities Limited	Nomination and Remuneration Committee	Chairperson
		Corporate Social Responsibility Committee	Member
		Stakeholders Relationship Committee	Chairperson
	360 ONE Prime Limited (Formerly known as IIFL Wealth Prime Limited)	Audit Committee	Chairperson
		Corporate Social Responsibility Committee	Member
		Nomination and Remuneration Committee	Member
		Assets Liability Management Committee	Member
		Risk Management Committee	Member
		Group Credit Committee	Member
	CreditAccess Grameen Limited	Audit Committee	Member
		Risk Management Committee	Member
Shareholding in 360 ONE Prime Limited (Formerly known as IIFL Wealth Prime Limited)	Nil		
Relationship between directors inter-se	Nil		
Terms and Conditions of appointment	Independent Director, not liable to retire by rotation.		

- f. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
- g. 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: May 2, 2023

Place: Mumbai

EXPLANATORY STATEMENT

Annexed to the Notice convening the Twenty Ninth Annual General Meeting:

Item No. 4

The Members at the Annual General Meeting held on Monday, 30th day of July, 2018 had appointed Ms Rekha Warriar as an Independent Director to hold office for a term of 5 years. Accordingly, the tenure of Ms. Rekha Warriar as an Independent Director is due to expire on July 31, 2023.

In terms of provisions of section 149(10) of the Companies Act, 2013 and Regulation 25 (2A) of SEBI (Listing Obligation Disclosure Requirement) Regulations, 2015, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company has recommended to the Board of the Directors, the reappointment of Ms. Rekha Warriar. Subsequently, the Board of Directors at its meeting held on May 2, 2023, proposed the re-appointment of Ms. Warriar as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from w.e.f. August 1, 2023 till July 31, 2028 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Ms. Warriar holds a Master's degree in Applied Mathematics from the University of Bombay and a Master's in Public Policy from Princeton University, USA. She has an experience of over 30 years with the Reserve Bank of India in various departments. She has headed the departments of financial stability and internal debt management. She has also worked as a member of faculty in RBI's training colleges and at the National Institute of Banking Management, Pune.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Ms. Warriar's qualifications and the rich experience of over three decades in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that Ms. Warriar continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and her continued association would be of immense benefit to the Company.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Ms. Rekha Warriar, the Shareholders are requested to approve the re-appointment of Ms. Warriar as an Independent Director for a second term of five consecutive years with effect from August 1, 2023.

The Board recommends the Special Resolution in the Item No. 4 of the accompanying Notice for approval of the Members. None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Ms. Warriar and her relatives, are concerned or interested, financially or otherwise, in the resolution.

Item No. 5

The members are hereby informed that as per recent amendment in Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021, whereby it is mandatory to have a clause with respect to appointment of Nominee Director on behalf of Debenture Trustee in Debenture Trust Deed and Articles of Association of the Company. The Members are further informed that relevant clause of appointment of Nominee Director is in the debenture trust deed however it is required to amend Articles of Associations of the Company to comply with the said amendments by inserting clause 90 (4) in existing Articles of Association which shall be subject to shareholders and regulatory approval.

A fresh Special Resolution in Item No. 5 of the accompanying Notice is proposed seeking the approval of members for alteration of existing Articles of Association (AOA) of the Company.

None of the Directors or Key managerial personal are interested in the said appointment.

The Board recommends a Special Resolution set out in the Notice for approval by the Members.

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 29th Annual General Meeting of 360 ONE PRIME LIMITED will be held on Tuesday, 27th Day of June, 2023, 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 29th ANNUAL GENERAL MEETING of the members of 360 ONE Prime Limited (Formerly known as IIFL Wealth Prime Limited) to be held on Tuesday, 27th Day of June, 2023 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, 2023, and reports of Board of Directors and the Auditors' thereon.
2. To approve final dividend of Rs. 3.70 per equity share of the Company for the financial year ended March 31, 2023.
3. To appoint a Director in place of Mr. Himanshu Jain (DIN: 02052409), who retires by rotation and being eligible, offers himself for reappointment.
4. To approve re-appointment of Ms. Rekha Warriar (DIN : 08152356) as an independent director of the company for a second terms of five consecutive years:
5. To approve change in AOA 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.

Route Map

