

**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 2023-24, will be held on Tuesday, 13<sup>th</sup> day of February, 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 the offer and invitation to subscribe to Non-Convertible Debentures on private placement for the financial year 2024-25 and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and applicable Rules made thereunder and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company; and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended and subject to compliance with other applicable law, rules, directions issued by the government or any other regulatory authority, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to issue, offer and allot Secured/ Unsecured/ Listed/ Unlisted/ Rated/ Unrated/ Perpetual/ Subordinated/ Structured Products/ Market Linked/ Principal Protected/ Fixed Maturity Non-Convertible Debentures of the Company aggregating upto Rs. 5,000 Crore (INR Five Thousand Crore only) on a private placement basis in one or more tranches, during the financial year 2024-25 and on such terms and conditions as may be determined by the Board (including the Resource Raising Committee or any other Committee thereof), from time to time and consider proper and more beneficial to the Company including, without limitation, as to when the said Debentures are to be issued & allotted, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto and to select, appoint or change and finalize the remuneration and other applicable terms and conditions of various agencies, including but not limited to credit rating agencies, trustee, legal counsels, arrangers and any other agency(ies) associated with the issue of secured / unsecured redeemable non-convertible debentures.;

**FURTHER RESOLVED THAT** for the purpose of creating, offering, issuing and allotting the Non-convertible Debentures, the Board (including the Resource Raising Committee or any other Committee thereof), be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or expedient in the interest of the Company and with power on behalf of the Company to determine the terms and conditions of the issue of the Non-convertible Debentures, settle all the questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

**2. To appoint Ms. Revathy Ashok as an Independent Director to the Board of the Company, and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152, Schedule VI and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder (**‘the Act’**) Regulation 17 and 25 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations’ 2021”**), and other applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force), the Articles of Association of the Company, and in accordance with the approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors of the Company, Ms. Revathy Ashok (DIN: 00057539), who was appointed as an Additional Director designated as Independent Director of the Company by the Board of Directors with effect from November 28, 2023, and who has consented to act as a Director of the Company, and who has submitted a declaration that she meets the criteria of Independence under the provisions of the Act and the Listing Regulations, 2015, and who is eligible for appointment under the provisions of the Act and the Listing Regulations, 2015, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of the Director, be and is hereby appointed as a Non-Executive, Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from November 28, 2023 upto November 27, 2028 (both days inclusive).

**RESOLVED FURTHER THAT** the any Director, Chief Financial Officer or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds and things, as it may, at its absolute discretion, deem necessary to give effect to the aforementioned resolution without being required to seek any further consent or approval of the Members and execute all such deeds, documents, instruments and writings as may be required and make all such filings as may be necessary, with powers on behalf of the Company to settle all such questions, difficulties or doubts whatsoever which may arise, and to give such directions and / or instructions as may be necessary or expedient in this regard.”

**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:** February 07, 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 February 02, 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:**

As per Section 42 of the Act, read with the Rules framed there under, a company offering or making an invitation to subscribe to Non-Convertible Debentures (the “NCDs”) on a private placement basis is required to obtain the prior approval of the Members by way of a Special Resolution.

In order to augment long term resources for financing, inter alia, the working capital expenditure and for general corporate purposes, the Board (including the Resource Raising Committee or any other Committee thereof) may, at an appropriate time, offer or invite subscription for secured/ unsecured redeemable non-convertible debentures, in one or more series/ tranches on private placement, issuable/ redeemable at par.

The Board of Directors of the Company approved the offer and issue of Secured/ Unsecured/ Listed/ Unlisted/ Rated/ Unrated/ Perpetual/ Subordinated/ Structured Products/ Market Linked/ Principal Protected/ Fixed Maturity Non-Convertible Debentures on private placement, basis during the financial year 2023-24 aggregating upto INR 5,000 Crore, subject to approval of the shareholders of the Company as per the provisions of Section 42 and 71 of the Companies Act, 2013.

A fresh Special Resolution at Item No. 1 of the accompanying Notice under Sections 42 and 71 of the Act read with the Rules made thereunder is proposed seeking the approval of members to enable the Company to offer or invite subscriptions of Non-Convertible Debentures on a private placement basis, aggregating upto INR 5,000 Crore, in one or more tranches, for the proposed issue of the said Non-Convertible Debentures during the financial year 2024-25, subject to the overall borrowing limits of the Company, as approved by the Members from time to time.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Special Resolution as specified in Item No. 1 for approval by the Members.

**Item No. 2:**

**To appoint Ms. Revathy Ashok as an Independent Director to the Board of the Company:**

Ms. Revathy Ashok (DIN - 00057539) was appointed as an Additional Director of the Company by the Board of Directors on November 28, 2023. As per the provisions of Section 161(1) of the Act, he holds office of Additional Director up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director.

**Details of Ms. Revathy Ashok seeking appointment:**

|   |   |
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| <b>Name of the Director</b>                   | Ms. Revathy Ashok   |
| <b>DIN</b>                                    | 00057539  |
| <b>Date of Birth / Age</b>                    | 16-01-1959  |
| <b>Date of first appointment on the Board</b> | 28-11-2023  |
| <b>Qualifications</b>                         | Ms. Revathy is a gold medalist PGDM in sectoral specialization from the Indian Institute of Management, Bangalore (IIMB).   |
| <b>Profile &amp; Expertise</b>                | Ms. Revathy is the Co-founder of Strategy Garage a strategy and growth consulting firm for startup and medium scale companies. She is a startup evangelist and has been a mentor and strategic advisor to several startups, an active Angel Investor with investment in over 18 startup of which Druva is now Unicorn. She has displayed strong corporate leadership and entrepreneurship; she is advisor to catalyst for women entrepreneurs, helping women entrepreneurs with access to markets, finance and go to market strategy. She had a successful leadership experience of over thirty years spanning variety of industries – private equities, software and IT enabled services, Manufacturing and infrastructure, handled a variety of portfolios i.e. Capital raising, Business development, commercial and other strategic general management functions. She was a group CFO for the Microland group where she successfully led a major restructuring and fund raising effort for the group. |

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| <b>Number of Meetings of the Board attended during the year</b>       | One (out of One meeting held, since her appointment as an additional director)  |
| <b>Directorship in other companies</b>                                | Directorship in other Body Corporates are as follows:<br><ol style="list-style-type: none"> <li>1. ADC India Communications Limited</li> <li>2. Welspun Corp Limited</li> <li>3. Shell MRPL Aviation Fuels and Services Limited</li> <li>4. Quess Corp Limited</li> <li>5. Astrazeneca Pharma India Limited</li> <li>6. Sansera Engineering Limited</li> <li>7. Manipalcigna Health Insurance Company Limited</li> <li>8. Barbeque-Nation Hospitality Limited</li> <li>9. Microland Limited</li> <li>10. Khemeia Technologies Private Limited</li> <li>11. Athena Infonomics India Private Limited</li> </ol> |
| <b>Membership / Chairpersonship of committees in other companies*</b> | <ol style="list-style-type: none"> <li>1. Welspun Corp Limited – Stakeholder Relation Committee – Member</li> <li>2. ADC India Communications Limited – Audit Committee - Chairperson</li> <li>3. ADC India Communications Limited – Stakeholder Relation Committee – Member</li> <li>4. Quess Corp Limited – Audit Committee – Member</li> <li>5. Quess Corp Limited – Stakeholder Relation Committee – Member</li> <li>6. Sansera Engineering Limited – Audit Committee - Chairperson</li> <li>7. Astrazeneca Pharma India Limited – Stakeholder Relation Committee - Member</li> </ol>                     |
| <b>Shareholding in 360 ONE Prime Limited</b>                          | Nil   |
| <b>Relationship between directors inter-se</b>                        | No  |
| <b>Terms and Conditions of appointment</b>                            | Appointment as an Independent Director for a period of five consecutive years from November 28, 2023 to November 27, 2028 and as detailed in the resolution of this Notice read with the Explanatory Statement thereto.   |
| <b>Remuneration sought to be paid</b>                                 | Ms. Revathy Ashok as an Independent Director, shall be entitled to sitting fees for (a) attending meetings of the Board or Committees thereof and reimbursement of expenses and   |

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|  | (b) profit related commission as may be approved by the Board from time to time, pursuant to the resolution passed by the board / shareholders of the Company and in accordance with the applicable laws. |
| <b>Last drawn remuneration (including sitting fees and commission)</b> | Ms. Revathy Ashok was paid sitting fees of Rupees One Lakh Seventy-Five Thousand for attending Board and Committing meetings held on January 17, 2024.  |

\*Pursuant to Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two committees, viz. Audit Committee and Stakeholders' Relationship Committees of the Indian Companies have been considered.

In the opinion of the Board, Ms. Revathy Ashok fulfills the conditions for her appointment as an Independent Director as specified in the Act. Ms. Revathy Ashok is independent of the management and possesses appropriate skills, experience and knowledge.

The terms and conditions of her appointment shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Except Ms. Revathy Ashok, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the Resolution.

The Board recommends the special resolution set out at item no. 2 of the Notice for approval of the members.

**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:** February 07, 2024  
**Place:** Mumbai

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.

|                  |  |
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| 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 EXTRAORDINARY MEETING of the Members of **360 ONE WEALTH PRIME LIMITED** held on **Tuesday, February 13, 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, 13 day of February, 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. To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement basis.**

**2. To appoint Ms. Revathy Ashok as an Independent Director to the Board of the Company:**

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 browser window. At the top, the browser tabs show 'Adrenalin MAX' and '360 ONE WAM Limited - Google'. The address bar contains the Google Maps URL for the location. The search bar at the top left of the map area contains '360 ONE WAM Limited'. Below the search bar is a photo of the building's interior, showing a reception desk. To the right of the photo, the business name '360 ONE WAM Limited' is displayed, along with a 4.2-star rating based on 12 reviews and the category 'Investment service'. Below this information are tabs for 'Overview', 'Reviews', and 'About', and a row of action buttons: 'Directions', 'Save', 'Nearby', 'Send to phone', and 'Share'. The map itself shows the location in Worli, Mumbai, with various landmarks like 'IKEA Worli City Store', 'Trump Tower Mumbai', and 'The Bombay Canteen' labeled. The bottom of the screen shows the Windows taskbar with the search bar, application icons, and system tray information including the date '05-02-2024' and time '11:21'.