

NOTICE OF 1st EXTRAORDINARY GENERAL MEETING OF THE COMPANY FOR FY 2024-25

NOTICE IS HEREBY GIVEN THAT 1st EXTRA ORDINARY GENERAL MEETING FOR THE FINANCIAL YEAR 2024-25 OF THE MEMBERS OF 360 ONE DISTRIBUTION SERVICES LIMITED (FORMERLY KNOWN AS IIFL WEALTH DISTRIBUTION SERVICES LIMITED) WILL BE HELD ON TUESDAY, JULY 30, 2024, AT 2.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 360 ONE CENTRE, KAMALA CITY, SENAPATI BAPAT MARG, LOWER PAREL (WEST), MUMBAI 400013 TO TRANSACT THE FOLLOWING BUSINESS AT SHORTER NOTICE.

Item No. 1: To approve the Commission payable to Non-Executive- Independent Directors of the Company.

To consider and, if thought fit, to pass the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 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(s) thereof for the time being in force) and Articles of Association of the Company, approval of the shareholders be hereby accorded for payment for making payment of such sum by way of commission its Non-Executive- Independent Directors, as the Board may determine from time to time, but not exceeding 1% of Net Profit per annum of the Company, calculated in accordance with the provisions of the Act, in addition to sitting fees being paid/payable for attending the meetings of the Board of Directors of the Company and its Committees thereof.

RESOLVED FURTHER THAT any the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things, as it may, at its absolute discretion, deem necessary to give effect to 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: July 30, 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

Copy to:

1. Directors of the Company
2. Members of the Company
3. M/s. Deloitte Haskins & Sells LLP, Statutory Auditors

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)

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 July 26, 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
(formerly known as IIFL Wealth Distribution Services Limited)**

**Sd/-
Mansi Shah
Company Secretary
Mem. No. ACS29280
Place: Mumbai
Date: July 30, 2024**

Registered Office: 360 ONE Centre, Kamala City, Lower Parel, Mumbai – 400013
CIN: U45201MH1995PLC228043
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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

As per provisions of Section 197 and 198 of the Companies Act 2013 ("**the Act**") read with relevant rules framed thereunder members approval is required for making payment of such sum by way of commission its Non-Executive-Independent Directors, as the Board may determine from time to time, but not exceeding 1% of Net Profit of the Company, calculated in accordance with the provisions of the Act, in addition to sitting fees being paid/payable for attending the meetings of the Board of Directors of the Company and its Committees thereof.

The quantum of commission payable shall be in accordance with Section 198 of the Companies Act, 2013 and rules made thereunder.

Accordingly, the Board recommends the resolution as set out in the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the passing of the resolutions set out at Item No. 1 of the Notice, except to the extent of their shareholding, if any, in the Company

**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: July 30, 2024

Registered Office: 360 ONE Centre, Kamala City, Lower Parel, Mumbai – 400013
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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 1st Extra Ordinary General Meeting for Financial Year 2024-25 of the Members of **360 ONE Distribution Services Limited (Formerly known as IIFL Wealth Distribution Services Limited)** on **Tuesday, July 30, 2024, at 2.00 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 1st Extra-Ordinary General Meeting for Financial Year 2024-25 of the Members of **360 ONE Distribution Services Limited (Formerly known as IIFL Wealth Distribution Services Limited) on Tuesday, July 30, 2024, at 2.00 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 approve the Commission payable to Non-Executive- Independent Directors 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.

360 ONE DISTRIBUTION SERVICES LIMITED (Formerly known as IIFL Wealth Distribution Services Limited)

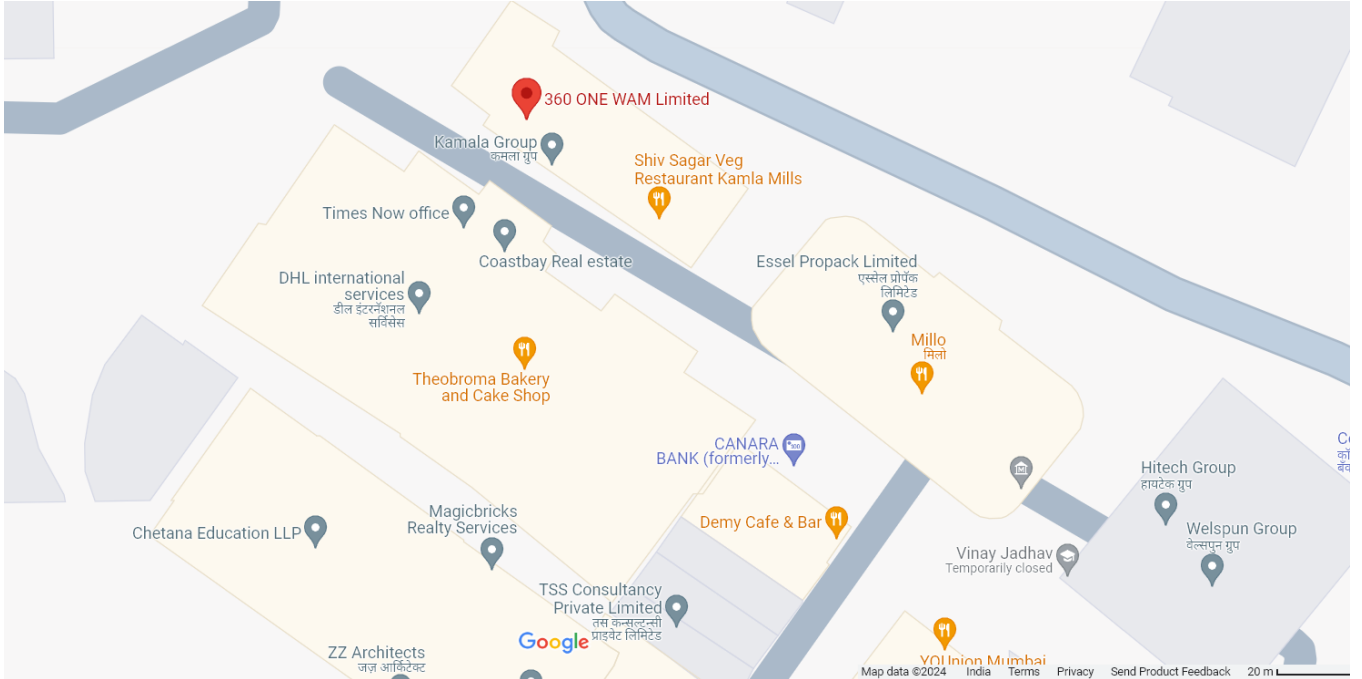
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THE ROUTE MAP FOR EGM VENUE

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



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