

NOTICE OF 2nd EXTRAORDINARY GENERAL MEETING OF THE COMPANY FOR FY 2024-25

NOTICE IS HEREBY GIVEN THAT 2nd 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, SEPTEMBER 10, 2024, AT 14.30 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 alteration of Memorandum of Association (MOA) of the Company by change in object clauses.

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

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and all other applicable provisions, if any, of the Act read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded to amend / replace/alter or add/delete following clauses of the clause III (A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION and Clause (C) OTHE OBJECTS of the Memorandum of Association (“MOA”) of the Company in the following manner:

III (A.) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :-

<i>Existing Clause No.</i>	<i>Existing Text of the Clause</i>	<i>New Clause No.</i>	<i>Proposed Text of the Clause</i>
1.1	To undertake and carry on in India and/or in any part of the world whether singly and / or jointly the business as wealth managers, investment advisors, portfolio manager, brokers, sub brokers, agents, insurance advisors/intermediaries/agent, franchiser, surveyor, sub insurance brokers, distributors, and undertake investment in and distribution of commodities contracts, shares and securities, derivatives, scrips, warrants, bonds, debentures, debenture stock, units of mutual funds, units of collective investment funds, units of Alternate Investments Funds, units of Venture Capital Fund, inter-corporate deposits, public deposits or any other instruments whether issued by government, semi government, local authorities, public	1.1	To undertake and carry on in India and/or in any part of the world whether singly and / or jointly the business as wealth managers, investment advisors, portfolio manager, brokers, sub brokers, agents, insurance advisors/intermediaries/agent, sub insurance brokers, distributors, and undertake investment in and distribution of commodities contracts, shares and securities, derivatives, scrips, warrants, bonds, debentures, debenture stock, units of mutual funds, units of collective investment funds, units of Alternate Investments Funds, units of Venture Capital Fund, inter-corporate deposits, public deposits or

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)

	sectors undertakings, companies, corporations or otherwise and subject to approval of appropriate authority , if any.		any other instruments whether issued by government, semi government, local authorities, public sectors undertakings, companies, corporations or otherwise and subject to approval of appropriate authority , if any.
<i>1a.</i>	To carry on in India or abroad the business of broking including share and stock broking, derivative broking and to pool, mobilize and manage the funds of any financial institutions, corporate, individuals and other entities by investing and dealing in stocks, shares, debentures, derivatives, mutual funds, currencies subject to approval of Reserve bank of India or any other regulatory authority, bonds, units, options, participation certificates, company deposits, deposit certificates, money market instruments, treasury bills, government securities, savings certificates, American depository receipts, global depository receipts, euro and generally for securities of all kinds by way of internet, e-broking, telephone, personal contact or through other media, e-commerce, to acquire and hold one or more memberships/dealership in stock exchanges, security exchanges, OTC exchanges, commodity exchanges and any other recognized stock exchanges with trading privileges, clearing houses.	<i>1a.</i>	To carry on in India or abroad the business of broking including share and stock broking, dealing in stocks, shares, debentures, derivatives, mutual funds, currencies, commodities and energy products; and subject to approval of Reserve bank of India or any other regulatory authority, bonds, units, options, participation certificates, company deposits, deposit certificates, money market instruments, treasury bills, government securities, savings certificates, American depository receipts, global depository receipts, eurobonds and generally to offer such services by way of internet, e-broking, mobile apps, telephone, personal contact or through other media and to acquire and hold one or more memberships/dealership in stock exchanges, security exchanges, OTC exchanges, currency exchanges, commodity and energy exchanges and any other recognized stock exchanges with trading privileges, and clearing houses
<i>1b.</i>	To undertake, conduct, study, carry on, help, promote any kind of research, probe, investigation, survey, developmental work on economy, industries, corporates, business houses, agricultural and mineral, financial institutions, foreign financial institutions, capital market on matters related to investment decisions primary equity market, secondary equity market, debentures, bond, ventures, capital funding proposals, competitive analysis, preparation of corporate/industry profile etc. and trade/invest in researched securities.	<i>1b.</i>	To undertake, conduct, study, carry on, help, promote and publish any kind of research, on the economy, industries, corporates, business houses, agricultural and mineral sectors, financial institutions, foreign financial institutions, capital markets on matters related to investment decisions (including but not limited to primary equity market, secondary equity market, debentures, bond, ventures, capital funding proposals, competitive analysis, preparation of corporate/industry profile etc. and trade/invest in researched securities) as Research Analyst.

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2.	To carry on the business of providing outsourcing services for all processes, sub processes, transactions, activities and all other work performed by business in various industries within India and across the world including those process or sub processes that are enabled by information technology like data, voice or video collection and processing, call centre services including in bound and out bound calling services of all kinds, technical support, managed data centre, managed technical centre, training centre, web support back office, business or financial analysis, scientific analysis, research work and analysis, storage, disaster recovery, accounting, pay roll, inventory management, customer relationship management, enterprises resources planning and to develop software, provide consultancy, software solution and services that are normally offered by the outsourcing business and information technology services providers, the software development houses and application services providers.		Deletion of the entire clause
2A	To carry on and transact in India or elsewhere in any manner whatsoever, the business to establish, organize, manage, distribute, promote, encourage, provide, conduct, sponsor, subsidize, operate, develop and commercialize all kinds of insurance business including but not limited to Life, Non-life, General, indemnity or guarantee business of all kinds, classes, nature and description, fire, marine, aviation, transit, motor vehicles, engineering, accident, including rural, livestock, crop insurance, miscellaneous insurances and all branches of the above classes and also the business of insurance against war, riots, strikes, terrorism, civil commotion, loss of profits, health, other contingencies and insurances covering any liability under any law, convention or agreement and to act as corporate agent, representative, surveyor, sub-insurance agent, franchiser, consultant, advisor, collaborator or otherwise to deal in all	2.	To carry on and transact in India or elsewhere the business to distribute and act as a corporate agent and act as a corporate agent and broker, for all kinds of insurance including but not limited to Life, Non-life, General, fire, marine, aviation, transit, motor vehicles, engineering, accident, including rural, livestock, crop insurance, miscellaneous insurances and all branches of the above classes and also the business of insurance against war, riots, strikes, terrorism, civil commotion, loss of profits, health, other contingencies and insurances covering any liability under any law, convention or agreement.

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	incidental and allied activities related to general insurance business		
3	To carry on business of real estate services and to act as broker, agent, arranger of lands, buildings, factories, house, flats, premises of residential, commercial or other use, and to advertise for sale or purchase, assist in selling or purchasing and find or introduce purchaser or vendors of properties	3.	To act as a real estate broker or agent and to advertise for sale or purchase, assist in selling or purchasing and find or introduce purchaser or vendors of properties, without taking on any proprietary risk.
32 to 72	(C) OTHER OBJECTS		Deletion of all the clauses

RESOLVED FURTHER THAT any members of the Board or Chief Financial Officer or Company Secretary of the Company or Mr. Rohit Bhasre or Mr. Sanjay Wadhwa or Mr. Chinmay Joshi or Mr. Raghuvir Mukherji or Mr. Dinesh Tanwar – Authorised Signatories, be and are hereby severally authorised to do all acts, deeds, matters and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the resolution including filings of statutory forms and to settle any matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies without requiring the Board to secure any further consent or approval of the Members of the Company to give effect to the above resolution and to do all such acts, deeds and things as may be required in this connection, including but not limited to filing of necessary forms with the Registrar of Companies or any other regulatory authorities and to comply with all other requirements in this regard.

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: September 10, 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

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Copy to:

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

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 September 6, 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: September 10, 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

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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

The Company is in process of applying for a Corporate Agent (Composite) License with the Insurance Regulatory and Development Authority of India (“**IRDAI**”) for the distribution of products issued by various insurance companies that the Company intends to partner with, upon receipt of the license. The Company currently acts as a Stock-Broker and Depository Participant and, in accordance with the SEBI (Stock Brokers) Regulations, 1992 (“**SEBI Broking Regulations**”), accordingly, the Company sought a No Objection confirmation from the Stock Exchange(s) to apply for the Corporate Agent (Composite) License to initiate the Corporate Agency business.

In view of the above, the Company has received No Objection from the following exchanges to apply for the Corporate Agent (Composite) License and to initiate the Corporate Agency business:

- i BSE Limited;
- ii Multi Commodity Exchange of India Limited (MCX);
- iii National Commodity & Derivatives Exchange Limited (NCDEX); and
- iv The National Stock Exchange of India Limited (NSE).

While the other Exchange(s) have provided the No Objection Confirmation (NOC) without any additional comments or advisories, the NSE has advised the Company to alter the clauses related to the main objects in the Memorandum of Association, to ensure compliance with Rule 8(1)(f) of the Securities Contract Regulation Rules, 1957 (“**SCRR**”). The provisions of SCRR provides that a company is not eligible to be a member, if it engages as a principal or employee in any business other than that of securities (or commodity derivatives), except as a broker or agent without involving any personal financial liability.

Section 13 of the Companies Act, 2013 states that a Company may, by a special resolution, alter the provisions of its Memorandum of Association (the “MoA”). The Board of Directors, on August 29, 2024 has approved the aforesaid alteration in the Object Clause of the MoA of the Company, subject to the approval of the Members of the Company. The special resolution passed shall be filed with the Registrar of Companies who shall register the alteration of the MoA with respect to the objects of the Company and certify the registration.

The Board has recommended approval of the resolution as set out in the accompanying Notice as a special resolution. In light of the above facts, the approval of the Members is sought for effecting the alteration in the existing Object Clause of the MoA of the Company.

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.

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**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: September 10, 2024**

Registered Office: 360 ONE Centre, Kamala City, Lower Parel, Mumbai –
400013 **CIN:** U45201MH1995PLC228043
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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 2nd 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, September 10, 2024, at 14.30 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 2nd 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, September 10, 2024, at 14.30 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:

- To approve alteration of Memorandum of Association (MOA) of the Company by change in object clauses.

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)

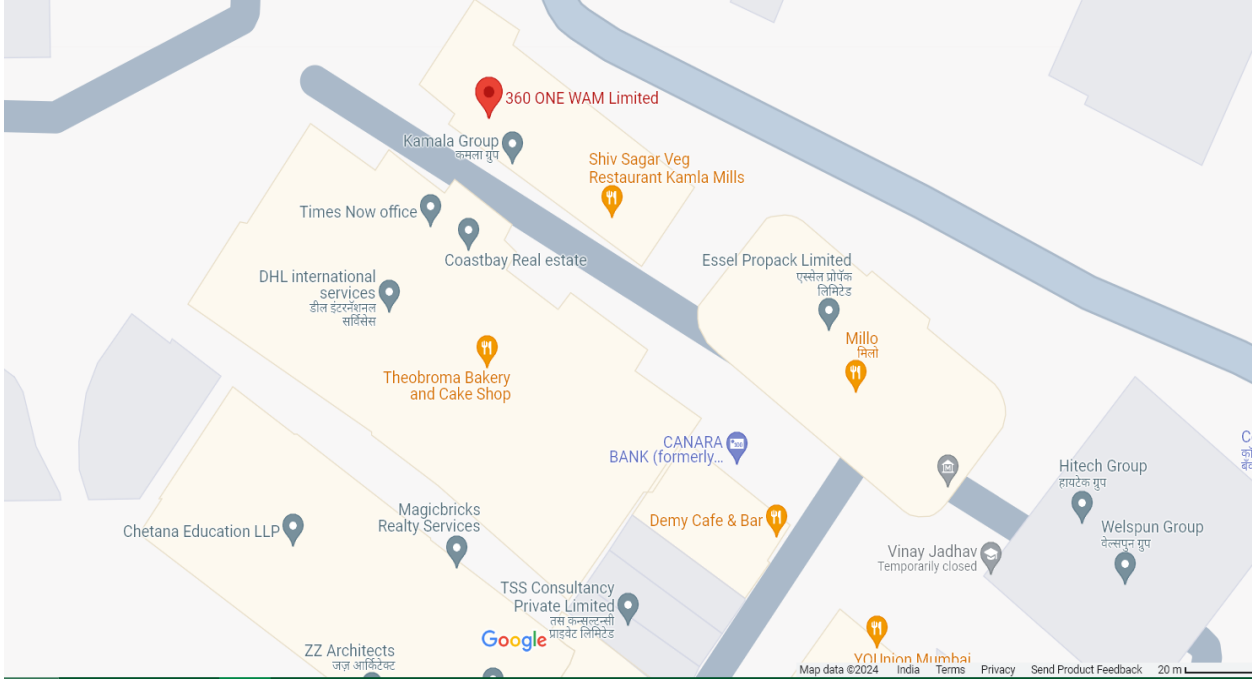
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THE ROUTE MAP FOR EGM VENUE

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



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