

NOTICE IS HEREBY GIVEN THAT THE 2nd EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF IIFL WEALTH PRIME LIMITED WILL BE HELD ON WEDNESDAY, 25th OF JANUARY 2023 AT 11.00 A.M. AT IIFL CENTRE, KAMALA CITY, LOWER PAREL, MUMBAI – 400 013, TO TRANSACT THE FOLLOWING SPECIAL BUSINESS.

- 1. To approve the offer or invitation to subscribe to Non-Convertible Debentures on private placement for the financial year 2023-24 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 for proposed offer, invitation and issue aggregating upto Rs. 5000 Crore (INR Five Thousand Crore only) on private placement basis in one or more tranches, during the financial year 2023-24 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 determine and consider proper and more beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, 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."

IIFL WEALTH PRIME LIMITED

Corporate & Registered Office: 6th Floor, IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013

Tel (91-22) 4876 5600 Fax (91-22) 4646 4706 Email nbfc-compliance@iiflw.com www.iiflwealthprime.com

2. To consider and approve the change of name of the Company as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4, 5, 13, 14 and Section 15 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended and pursuant to the No objection received from Reserve Bank of India for change of name of the Company and all other acts, rules, regulations, circulars, notifications and guidelines as may be applicable to the Company in this regard, approval of the members be and is hereby accorded to change the name of the Company from “IIFL Wealth Prime Limited” to “360 ONE Prime Limited”.

RESOLVED FURTHER THAT upon the issuance new of the ‘Certificate of Incorporation pursuant to change of name’ by the Registrar of Companies, “360 ONE Prime Limited” be substituted for “IIFL Wealth Prime Limited” wherever it appears in the Memorandum of Association and Articles of Association of the Company and Clause I of the Memorandum of Association of the Company be altered as under:

1. The name of the Company is “360 ONE Prime Limited”

RESOLVED FURTHER THAT the Board 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 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

Registered Office: 6th Floor, IIFL Centre,
Kamala City, Lower Parel, Mumbai – 400 013

CIN: U65990MH1994PLC080646

E-mail: nbc-compliance@iiflw.com

Telephone No.: +91-22-4876 5600

Dated: January 23, 2023

Place: Mumbai

IIFL WEALTH PRIME LIMITED

Corporate & Registered Office: 6th Floor, IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013

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AMFI-Registered Mutual Fund Distributor

CIN: U65990MH1994PLC080646

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 January 13, 2023 .
3. This meeting has been called at a shorter notice as all the members waived period of Notice calling this meeting.
4. 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.
5. 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.
6. The route map showing directions to reach the venue of the EGM is annexed and forms part of the Notice.

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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 Finance 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 2022-23(previous year) 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 2023-24, 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:

The Company has adopted the new brand namely ‘360 ONE’ (including wordmark(s) and logo(s)) (hereinafter referred to as “New Brands”) at the meeting of Board of Directors held on November 15, 2022.

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In view of adoption of New Brands and in order to align the name of the Company with the New Brands, it is proposed to change the name of the Company from IIFL Wealth Prime Limited to 360 ONE Prime Limited and make consequential alterations to the Memorandum of Association and Articles of Association of the Company.

The proposed name 360 ONE Prime Limited is made available by the Central Registration Centre, Registrar of Companies (“ROC”), vide its letter dated January 16, 2023 and the same is valid for a period of 60 days from January 16, 2023. The Company has also received the No Objection Letter from the proposed name change from the Reserve Bank of India vide their letter dated January 11, 2023 and same is valid for period of six months.

It may be further noted that the proposed change in the name of the Company will be effective upon receipt of Certificate of Incorporation pursuant to change of name of the Company to “360 ONE Prime Limited” .

Consequent upon change of name of the Company, the name “IIFL Wealth Prime Limited” as appearing in Clause I of the Memorandum of Association of the Company and wherever appearing in the Articles of Association, Memorandum of Association, documents, letterhead, Invoices and other stationery(ies) of the Company will be substituted with the new name i.e. “360 ONE Prime Limited” .

Pursuant to the provisions of Section 13 and Section 14 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, read with rules made thereunder, alterations to the Memorandum of Association and Articles of Association of the Company including for change of name of a company requires approval of its members by way of a special resolution. In view of this, the proposed change of name of the Company to “360 ONE Prime Limited” and the consequential alterations to Articles of Association and Memorandum of Association of the Company as aforesaid, is proposed for the consideration of the members of the Company and approval by way of a special resolution.

The Board at its meeting held on November 15, 2022, has considered the change of name of the Company and consequential alterations to the Memorandum of Association and Articles of Association of the Company and has approved the same subject to the approval of members of the Company as set out at item no. 2 of the accompanying Notice. A copy of the proposed altered Memorandum of

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Association and altered Articles of Association will be made available for inspection to a shareholder at the registered office of the Company during working hour.

The Board recommends the special resolution set out at item no. 2 of 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 resolution set out at item no. 2 of the Notice, except to the extent of their shareholding, if any, in the Company.

**By Order of Board of Director
For IIFL WEALTH PRIME LIMITED**

**Sd/-
Amit Bhandari
Company Secretary & Compliance Officer**

Registered Office: 6th Floor, IIFL Centre,
Kamala City, Lower Parel, Mumbai – 400 013
CIN: U65990MH1994PLC080646
E-mail: nbfc-compliance@iiflw.com
Telephone No.: +91-22-4876 5600

Dated: January 23, 2023
Place: Mumbai

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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 the EXTRA-ORDINARY MEETING of the Members of **IIFL WEALTH PRIME LIMITED** held on **Wednesday at January 25, 2023** at IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, 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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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: **IIFL WEALTH PRIME LIMITED**

Registered Office: **6th Floor, IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (W), 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 Wednesday, January 25, at 11.00 a.m. at IIFL
Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West) Mumbai-400013 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.**

Signed this _____ day of _____ 2023
Signature of Shareholder: _____
Signature of Proxy holder(s): _____

Affix revenue
stamp

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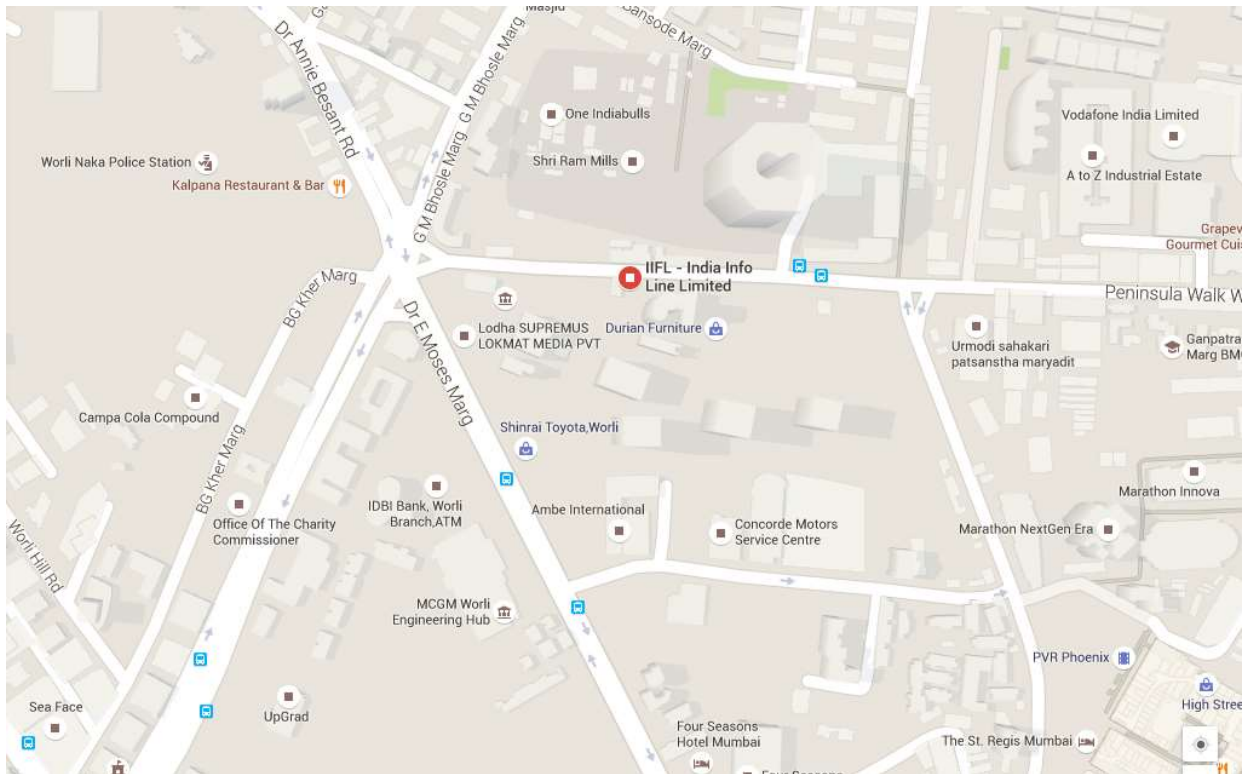
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Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP



IIFL WEALTH PRIME LIMITED

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