

### **NOTICE**

Notice is hereby given that the **12<sup>th</sup> Annual General Meeting** of the members of 360 ONE Portfolio Managers Limited (Formerly known as IIFL Wealth Portfolio Managers Limited) will be held on 9<sup>th</sup> August 2023, Wednesday, at 5.00 P.M. at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel West, Mumbai – 400 013 to transact the following business at shorter notice:

### **ORDINARY BUSINESS:**

#### **1. Adoption of Financial statements of the Company.**

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023, the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2023, together with the Board’s and the Auditors’ Reports thereon, be and are hereby considered and adopted.”

#### **2. Appointment of Mr. Yatin Shah as a Director, Liable to retire by rotation.**

To appoint a director in place of Mr. Yatin Shah (DIN: 03231090), who retires by rotation and being eligible, offers himself for re-appointment and, in this regard, to consider and pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder, Mr. Yatin Shah (DIN: 03231090), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

### **SPECIAL BUSINESS:**

#### **3. To approve the Inter Corporate Loans, investments and Corporate Guarantee of the Company.**

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

**“RESOLVED THAT** in supersession of earlier resolution passed in this regards and pursuant to provision of Section 186 and other applicable provisions of Companies Act, 2013 and rules framed there under, approval of the members of the Company is hereby accorded to the Board of Directors or Committee thereof to give loan to any person or body corporate, give guarantee or provide security in connection with a loan to any other body corporate or person and acquire or invest by way of subscription, purchase or otherwise, the securities of any other body corporate, provided that the aggregate amount of such loan/guarantee/security/acquisition/investment that may be made by the Board and outstanding at any point of time, shall not exceed the sum of INR 1000 crores (Rupees One Thousand Crores only), notwithstanding that the said loan/guarantee/security/acquisition/investment exceeds 60% of paid up capital, free reserves & securities premium account or 100% of free reserves and securities premium account, whichever is more.

**RESOLVED FURTHER THAT** the Board of Directors or Committee thereof be and are hereby authorized to do all such acts, deeds, as they may, in their absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by them to be in the best interests of the Company, as it may deem fit.

**360 ONE PORTFOLIO MANAGERS LIMITED** (Formerly known as IIFL Wealth Portfolio Managers Limited)

**Corporate & Registered Office:** 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai 400 013

**RESOLVED FURTHER THAT** any Director or Company Secretary or Mr. Chinmay Joshi, be and is hereby severally authorised to submit the certified true copy of this resolution to any authority or person(s), as may be required in this connection.”

**By order of the Board**  
**For 360 ONE Portfolio Managers Limited**  
**(Formerly known as IIFL Wealth Portfolio Managers Limited)**

**Sd/-**

**Labhesh Doshi**  
**Company Secretary**  
**Mem. No. A57902**

**Registered Office:** 360 ONE Centre,  
Kamala City, Senapati Bapat Marg,  
Lower Parel West, Mumbai 400013  
**CIN:** U74120MH2011PLC219930  
**E-mail:** secretarial@360.ONE  
**Tel:** 02248765217

**Place: Mumbai**  
**Date: August 08, 2023**

**360 ONE PORTFOLIO MANAGERS LIMITED (Formerly known as IIFL Wealth Portfolio Managers Limited)**

**Corporate & Registered Office:** 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai 400 013

Tel (91-22) 4876 5600      Fax (91-22) 4646 4706      Email secretarial@360.one      www.360.one      CIN: U74120MH2011PLC219930

## NOTES:

1. A member entitled to attend and vote at the Annual 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 Annual General Meeting and will also be available during the Annual 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. Members/proxies attending the meeting are requested to bring their duly filled admission/ attendance slips sent along with the notice of annual general meeting at the meeting.
6. Pursuant to Section 113 of the Act, the corporate members may appoint representatives for the purpose of participation and voting in the AGM.

Corporate members intending to attend the AGM 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](mailto:secretarial@360.one).

7. 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 AGM, under Item No. 3 is annexed hereto and forms part of this Notice.
8. In terms of Section 152 of the Companies Act, 2013, Mr. Yatin Shah (DIN: 03231090), Director, retires by rotation at the Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment and details are provided in “Annexure A” to the Notice.

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9. A Route Map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting.

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the members of the Company:

**Item No. 3:****TO APPROVE INTER CORPORATE LOANS, INVESTMENT AND CORPORATE GUARANTEE**

In order to fetch higher returns on the idle funds, the Company intends to make investments in a certain class of financial instruments/securities. It is therefore proposed to make investments exceeding the limits specified under section 186 of the Companies Act, 2013

Any inter-corporate loans, investments or corporate guarantee by the Company beyond the limits specified under section 186 needs the approval of the members of the Company.

Thus, the Board recommends passing this resolution as a special resolution for approval of the members of the Company.

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

**By order of the Board**  
**For 360 ONE Portfolio Managers Limited**  
**(Formerly known as IIFL Wealth Portfolio Managers Limited)**

**Sd/-**

**Labhesh Doshi**  
**Company Secretary**  
**Mem. No. A57902**

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**CIN:** U74120MH2011PLC219930  
**E-mail:** secretarial@360.ONE  
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**Place: Mumbai**  
**Date: August 08, 2023**

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### Annexure A

**Detailed profile of Director seeking appointment / re-appointment in the Annual General Meeting pursuant to Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India**

<b>Name of the Director</b>	<b>Mr. Yatin Shah</b>
<b>Date of Birth</b>	27/01/1976
<b>Age</b>	47 years
<b>Date of Appointment</b>	26/07/2016
<b>Expertise in specific functional areas</b>	Investment Banking, Equity Research, Strategic Management, Accounting and Finance
<b>Qualification</b>	Bachelor's degree in commerce from the University of Mumbai and master's degree in science (Finance) from Class Business School, London
<b>Experience</b>	He has significant experience in the financial services sector. He has previously worked with Khandwala Securities Limited and Kotak Mahindra Bank Limited. He has previously been named the 'Best Relationship Manager' by Kotak Mahindra Bank and secured the 'Best Financial Manager' award for the best registered deal by the Asian Institute of Management, Manila.
<b>Terms &amp; Conditions of Appointment or re-appointment</b>	He is liable to retire by rotation
<b>Shareholding</b>	1 Share as a Nominee of 360 ONE WAM LIMITED
<b>Remuneration sought to be paid</b>	NIL
<b>Last drawn Remuneration, if any</b>	NIL
<b>Relationship with other Directors / Managers / KMP</b>	Not related to any Director / Key Managerial Personnel of the Company
<b>Number of Board Meetings attended during the year 2022-23</b>	Six out of Six meeting held during the year 2022-23
<b>Details of Directorship in other Companies</b>	<ol style="list-style-type: none"> <li>1. 360 ONE WAM LIMITED</li> <li>2. 360 ONE Distribution Services Limited</li> <li>3. 360 ONE Prime Limited</li> <li>4. 360 ONE IFSC Limited</li> <li>5. 360 ONE Foundation</li> <li>6. Naykia Realty Private Limited</li> <li>7. Entrepreneur's Organisation Mumbai</li> </ol>
<b>Details of Membership / Chairmanship of Committees of other Boards</b>	<ol style="list-style-type: none"> <li>1. 360 ONE WAM Limited [Stakeholder Relationship Committee – Member]</li> <li>2. 360 ONE Prime Limited [Audit Committee – Member]</li> </ol>

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CIN: U74120MH2011PLC219930

**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 12th ANNUAL GENERAL MEETING of the Members of **360 ONE Portfolio Managers Limited (Formerly known as IIFL Wealth Portfolio Managers Limited)** held on 9<sup>th</sup> August 2023, Wednesday at 5.00 P.M. 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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**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:** U74120MH2011PLC219930

**Name of the Company:** 360 ONE Portfolio Managers Limited (Formerly known as IIFL Wealth Portfolio Managers Limited)

**Registered Office:** 360 ONE Centre, Kamala City, Senapati Bapat Marg, 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 \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th ANNUAL GENERAL MEETING of the Members of **360 ONE Portfolio Managers Limited (Formerly known as IIFL Wealth Portfolio Managers Limited)** be held on 9<sup>th</sup> August 2023, Wednesday at 5.00 P.M. at 360 ONE 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 consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2023, the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Yatin Shah (DIN: 03231090), who retires by rotation and being eligible, offers himself for reappointment.
3. To approve Inter Corporate Loans, Investment and Corporate Guarantee of the Company

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix revenue  
stamp

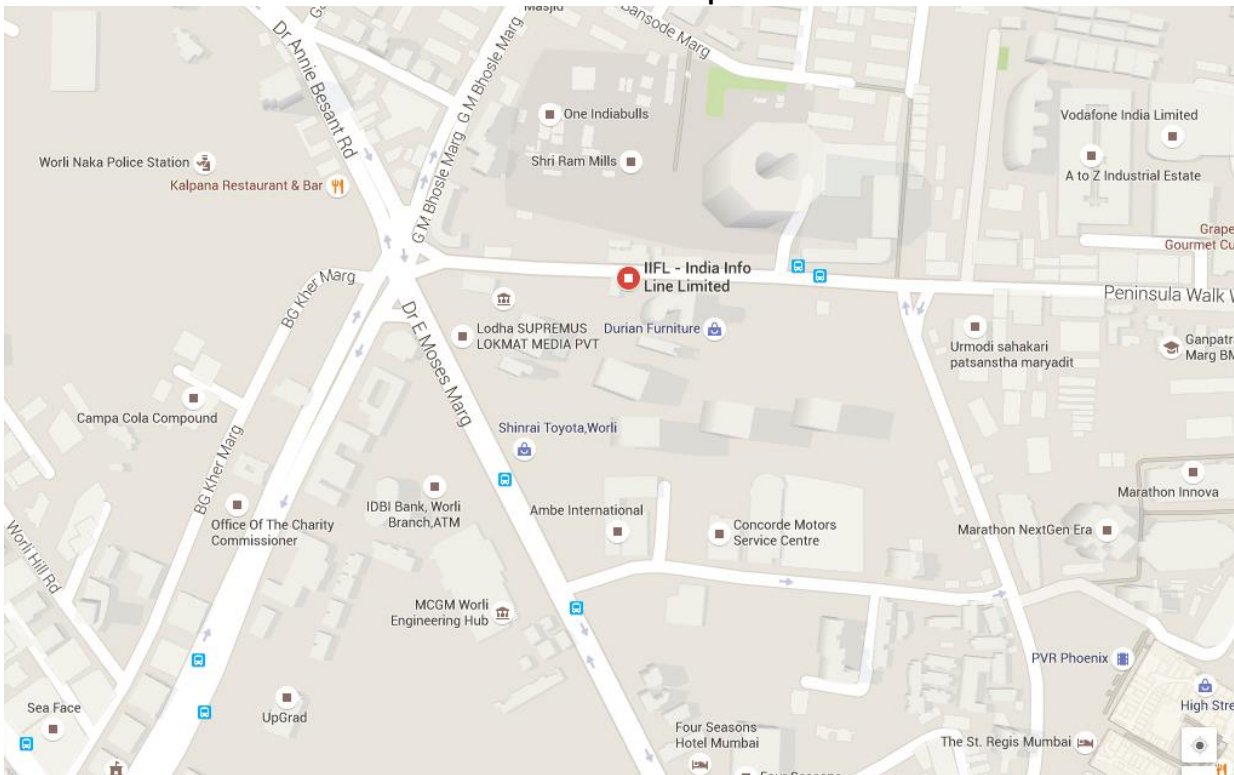
**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

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### Route Map



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