

NOTICE OF ADJOURNED MEETING OF THE SHAREHOLDERS OF THE COMPANY

NOTICE IS HEREBY GIVEN THAT THE 3RD EXTRAORDINARY (ADJOURNED) GENERAL MEETING OF THE MEMBERS OF 360 ONE PORTFOLIO MANAGERS LIMITED (FORMERLY KNOWN AS IIFL WEALTH PORTFOLIO MANAGERS LIMITED) (COMPANY) WILL BE HELD ON MONDAY, 30TH OF JANUARY 2023 AT 11.30 A.M. AT IIFL CENTRE, KAMALA CITY, SENAPATI BAPAT MARG, LOWER PAREL WEST, MUMBAI – 400 013, TO TRANSACT THE FOLLOWING SPECIAL BUSINESS.

NOTICE is hereby given that the adjourned Extraordinary General Meeting of the members ("the meeting") of 360 ONE Portfolio Managers Limited (Formerly known as IIFL Wealth Portfolio Managers Limited) ("Company") (which had been originally convened on January 25, 2023, at 12.15 P.M. is now adjourned due to want of quorum) will be held on Monday, 30th January 2023, at 11.30 A.M. at registered office of the Company to transact the following Special business:

To Approve the offer or invitation to subscribe to Non-Convertible Debentures on private placement basis for the financial year 2023-24 aggregating up to INR 1000 Crore (Rupees One Thousand Crore only) in one or more tranches 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 provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended from time to time and subject to compliance with other applicable law, rules, regulations, directions issued by the government or any other regulatory authority, the consent of the members of the Company be and is hereby accorded to 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 offer, issue and allot the Secured/ Unsecured/ Listed/ Unlisted/ Rated/ Unrated/ Perpetual/ Subordinated/ Structured Products/ Market Linked/ Principal Protected/ Fixed Maturity – Redeemable Non-Convertible Debentures (NCD's) of the Company for proposed offer, invitation and issue aggregating up to Rs. 1000 Crore (Rupees One 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 Finance 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/change and finalize the remuneration and other applicable terms of various agencies, including but not limited to credit rating agencies, trustee, legal counsels, arrangers, valuation agency and any other agency(ies)/stakeholder associated with the issue of non-convertible debentures.

RESOLVED FURTHER THAT for the purpose of creating, offering, issuing and allotting of Non-Convertible Debentures, the Board (including finance committee or any other committee(s) constituted thereof), be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as may, in its absolute discretion, deem necessary or expedient in the interest of the Company and with the 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.

360 ONE PORTFOLIO MANAGERS LIMITED (Formerly known as IIFL Wealth Portfolio Managers Limited)
(A Wholly Owned Subsidiary of 360 ONE WAM LIMITED (Formerly known as IIFL WEALTH MANAGEMENT LIMITED)

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

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

Sd/-
Chinmay Joshi
Authorised Signatory
Registered Office: IIFL Centre,
Kamala City, Senapati Bapat Marg, Lower Parel West, Mumbai 400013
CIN: U74120MH2011PLC219930
E-mail: secretarial@iiflw.com
Dated: January 25, 2023
Place: Mumbai

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

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 and 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 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 – Redeemable Non-Convertible Debentures on private placement basis during the Financial Year 2022-23 (Previous Year) aggregating up to Rs. 1000 Crore, subject to approval of the shareholders of the Company as per 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 the Non-convertible Debentures on a private placement basis aggregating up to INR 1000 Crore, in one or more tranches, for the proposed issue of the Non-convertible Debentures during the current financial year 2023-24, subject to the overall borrowing limits of the Company, as approved by the Members from time to time.

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

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

By order of the Board

For 360 ONE Portfolio Managers Limited

(Formerly known as IIFL Wealth Portfolio Managers Limited)

Sd/-

Chinmay Joshi

Authorised Signatory

Registered Office: IIFL Centre,

Kamala City, Senapati Bapat Marg,

Lower Parel West, Mumbai 400013

CIN: U74120MH2011PLC219930

E-mail: secretarial@iiflw.com

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

Tel (91-22) 4876 5600 Fax (91-22) 4646 4706 Email secretarial@iiflw.com www.360.one 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 **3rd (Adjourned) Extra-Ordinary General Meeting** of the Members of 360 ONE Portfolio Managers Limited (Formerly known as IIFL Wealth Portfolio Managers Limited) held on Monday, 30th January 2023, at 11.30 A.M. at IIFL 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: IIFL 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 Adjourned EXTRAORDINARY GENERAL MEETING of the company, to be held on the 30th January 2023, January at 11.30 A.M. at IIFL Centre, Kamala City, Lower Parel, West Mumbai – 400013 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To Approve the offer / invitation to subscribe to Non-Convertible Debentures of the Company to be issued on private placement during the financial year 2023-24 aggregating up to INR 1000 Crore (Rupees One Thousand Crore only)

Signed this _____ day of _____ 2023

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

Affix
stamp revenue

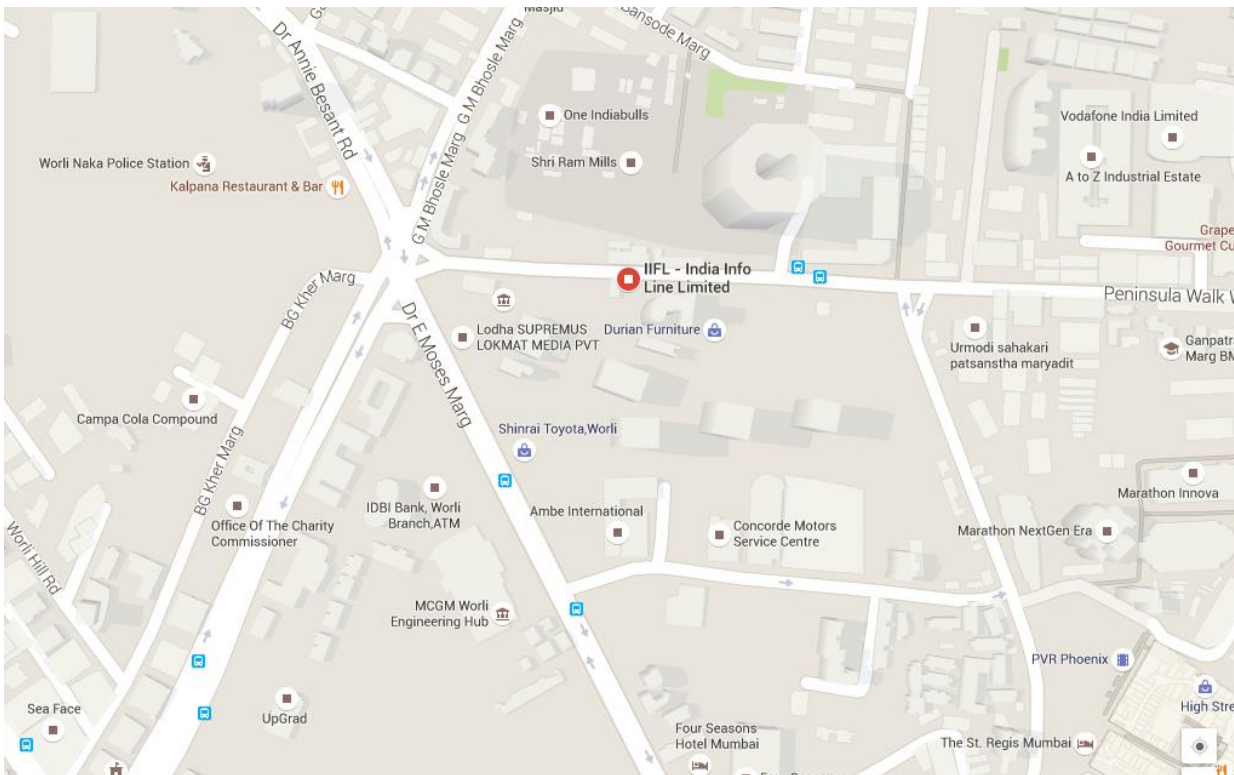
Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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Route Map



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