

**NOTICE**

The notice ("Notice") is hereby given that **13<sup>th</sup> Annual General Meeting** of the members of **360 ONE DISTRIBUTION SERVICES LIMITED** ("the Company" and formerly known as **IIFL Wealth Distribution Services Limited**) will be held at on **Monday, June 10, 2024 at 12.45 P.M. (IST)** at the Registered Office of the Company at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013 to transact the following businesses at shorter notice:

**ORDINARY BUSINESS:**

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024, 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, 2024, together with the Board's and the Auditors' Reports thereon, be and are hereby considered and adopted."

2. To appoint a Director in place of Mr. Anirudha Taparia (DIN: 07185667), 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, Anirudha Taparia (DIN: 07185667), 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. Appointment of Dr. Subbaraman Narayan (DIN:00094081) as Non-Executive, Independent Director of the Company:

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

**"RESOLVED THAT** pursuant to provisions of the Section 149, 152, 160, 161 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of the

**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 – 400013

Tel: (91-22) 4876 5600 Fax: (91-22) 4646 4706 Email: secretarial@360.one www.360.one CIN: U45201MH1995PLC228043

AMFI-Registered Mutual Fund Distributor (ARN:181727)

Board of Directors of the Company, Dr. Subbaraman Narayan (DIN:00094081), who was appointed as an Additional Director (Non-executive, Independent) of the Company with effect from September 25, 2023 and who holds office up to the date of this Annual General Meeting in terms of Section 161 (1) of the Act and with respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Act, be and is hereby appointed as Non-Executive Independent Director, not liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 150, 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and rules framed there under (including any statutory modification(s) or reenactment thereof for the time being in force) and pursuant to Regulation 24 (1) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, Dr. Subbaraman Narayan (DIN:00094081), be and is hereby appointed as Non-Executive Independent Director to hold the office upto June 24, 2024, not liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director or Chief Financial Officer or Company Secretary 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 and execute all such deeds, documents, instruments and writings as may be required and make all such filings as may be necessary and to give such directions and / or instructions as may be necessary or expedient in this regard.”

**Registered Office:**

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

CIN: U45201MH1995PLC228043

Tel: (+91-22) 4876 5600

Fax: (91-22) 4646 4706

E-mail: [secretarial@360.one](mailto:secretarial@360.one)

**By Order of the Board of Directors**

**For 360 ONE Distribution Services Limited**  
(formerly known as IIFL Wealth Distribution  
Services Limited)

Sd/-

Date: June 7, 2024

Place: Mumbai

**Mansi Shah**

**Company Secretary**

**Mem. No. ACS29280**

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**NOTES:**

1. A member entitled to attend and vote at the Annual General Meeting (the “AGM” or “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself /herself 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. 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.
2. 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).

3. 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.
4. The Register of Directors and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 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.
5. 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.

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6. 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.
7. Details of Director retiring by rotation and seeking re-appointment at the ensuing Meeting is provided in the "**Annexure A**" to the Notice.
8. A Route Map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is also annexed hereto.

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) 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 consider and approve the appointment of Dr. Subbaraman Narayan (DIN:00094081) as Non-Executive Independent Director of the Company**

The Company has become the material unlisted subsidiary of 360 ONE WAM LIMITED (the Holding Company). As per Regulation 24(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed company is required to appoint one of its Independent Directors on the Board of its material subsidiary Company. Accordingly, the Board of Directors of 360 ONE WAM Limited nominated, Dr. Subbaraman Narayan for appointment as Non-Executive, Independent Director on the Board of the Company, subject to necessary approvals.

In view of the above, Dr. Subbaraman Narayan (DIN:00094081) was appointed as an Additional Director (Non-Executive, Independent Director) of the Company with effect from September 25, 2023 by the Board of Directors, to hold office upto the date of this Annual General Meeting.

Based on the skills, rich experience, knowledge and vast expertise especially in the financial sector and as in opinion of the Board of Directors, it is recommended to appoint Dr. Subbaraman Narayan as an Independent Director of the Company to hold the office up to June 24, 2024.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 ("the Act"). The Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing his candidature as an Independent Director of the Company. Dr. Subbaraman Narayan is not disqualified from being appointed as Director of the Company in terms of Section 164 and has given his consent to act as a Director of the Company.

The necessary documents relating to his appointment shall be open for inspection by the Members at the Registered Office of the Company. Inspection by the Members can be done on any working day during the normal working hours (except Saturday and Sunday) up to the date of AGM of the Company and shall also be available at the venue of the AGM till the conclusion of the AGM.

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The other details of Dr. Subbaraman Narayan in terms of Secretarial Standard - 2 is annexed to this Notice as "**Annexure A**".

Except of Dr. Subbaraman Naryan and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board accordingly recommends the Ordinary resolution set out at item no. 3 of this notice to the Members, to grant their approval by way of an ordinary resolution for appointment of Dr. Subbaraman Narayan as an Independent Director of the Company to hold office up to June 24, 2024, not liable to retire by rotation.

**Registered Office:**

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Bapat Marg, Lower Parel, Mumbai –  
400013

CIN: U45201MH1995PLC228043

Tel: (+91-22) 4876-5600

Fax: (91-22) 4646 4706

E-mail: [secretarial@360.one](mailto:secretarial@360.one)

Date: June 7, 2024

Place: Mumbai

**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**

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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:	
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NAME AND ADDRESS OF SHAREHOLDER: \_\_\_\_\_

NAME OF PROXYHOLDER: \_\_\_\_\_

NO. OF SHARES HELD: \_\_\_\_\_

I hereby record my presence at the 13<sup>th</sup> ANNUAL GENERAL MEETING of the Members of **360 ONE Distribution Services Limited (formerly known as IIFL Wealth Distribution Services Limited)** held on Monday, June 10, 2024, at 12.45 P.M. (IST) at 360 ONE 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: U45201MH1995PLC228043

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

Registered Office: 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel, 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 13<sup>th</sup> ANNUAL GENERAL MEETING of the Company, to be held on Monday, June 10, 2024 at 12.45 P.M. (IST) at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel, 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, 2024, the reports of the Board of Directors and Auditors thereon.

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2. To appoint a Director in place of Mr. Anirudha Taparia (DIN: 07185667), who retires by rotation and being eligible, offers herself for reappointment.
3. Appointment of Dr. Subbaraman Narayan (DIN:00094081) as Non-Executive, Independent Director of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024

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

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

Affix revenue stamp
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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.**

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**Annexure A**

**Detailed profile of Director(s) 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>	Mr. Anirudha Taparia	Dr. Subbaraman Narayan
<b>Date of Birth</b>	20/06/1975	20/06/1943
<b>Age</b>	48 years	80 years
<b>Date of Appointment</b>	22/10/2021	25/09/2023
<b>Expertise in specific functional areas</b>	Financial service industry	Economics, Economic Policy and administration
<b>Qualification</b>	MBA in finance from Symbiosis, Pune and holds a bachelor degree from Shri Ram College of Commerce, Delhi	PhD from IIT, Delhi
<b>Experience</b>	He has more than two decades of experience in the financial services industry across consumer, commercial and private banking. He has been instrumental in building 360 ONE's wealth and asset management business globally. He is responsible for the wealth advisory practice across business verticals and geographies. Prior to joining 360 ONE Wealth, he was associated with Citibank for a decade and previously been part of ICICI group and IL&FS.	He has 40 years of experience in the fields of economics, economic policy and administration. He has been a senior research fellow at the Institute of South Asian Studies, National University of Singapore since 2005. He has previously held the positions of finance and economic affairs secretary; economic advisor to the Prime Minister of India; secretary in the Department of Revenue, Ministry of Finance, Government of India; secretary, Ministry of Petroleum and Natural Gas, Government of India; and secretary, Department for Promotion of Industry and Internal Trade, Ministry of

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		Commerce and Industry, Government of India
<b>Terms &amp; Conditions of Appointment or re-appointment</b>	He is liable to retire by rotation	He is not liable to retire by rotation
<b>Shareholding</b>	NIL	NIL
<b>Remuneration sought to be paid</b>	NIL	NIL
<b>Last drawn Remuneration, if any</b>	NIL	NIL
<b>Relationship with other Directors / Managers / KMP</b>	Not related to any Director / Key Managerial Personnel of the Company	Not related to any Director / Key Managerial Personnel of the Company
<b>Number of Board Meetings attended during the year 2023-24</b>	Four out of Four Board Meetings	Two out of Two Board Meeting
<b>Details of Directorship in other Companies</b>	<ul style="list-style-type: none"> <li>• 360 ONE IFSC Limited (Formerly known as IIFL Wealth Securities IFSC Limited)</li> <li>• Unique Vacation Homes Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Dabur India Limited (Independent Director)</li> <li>• Artemis Medicare Services Limited (Independent Director)</li> <li>• 360 ONE Prime Limited (formerly known as IIFL Wealth Prime Limited) (Independent Director)</li> <li>• 360 ONE WAM Limited (formerly known as IIFL Wealth Management Limited) (Independent Director)</li> <li>• Castlewood Trading Private Limited</li> <li>• Rudransh Trading Private Limited</li> <li>• Shanti Narayan Foundation</li> </ul>
<b>Details of Membership / Chairmanship of Committees of other Boards</b>	NIL	<ul style="list-style-type: none"> <li>• 360 ONE Prime Limited (Audit Committee – Member)</li> </ul>

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		<ul style="list-style-type: none"><li>• 360 ONE Prime Limited (Stakeholder Relationship Committee – Chairperson)</li><li>• Artemis Medicare Services Limited (Audit Committee – Chairperson)</li><li>• Artemis Medicare Services Limited (Stakeholders Relationship Committee – Chairperson)</li></ul>
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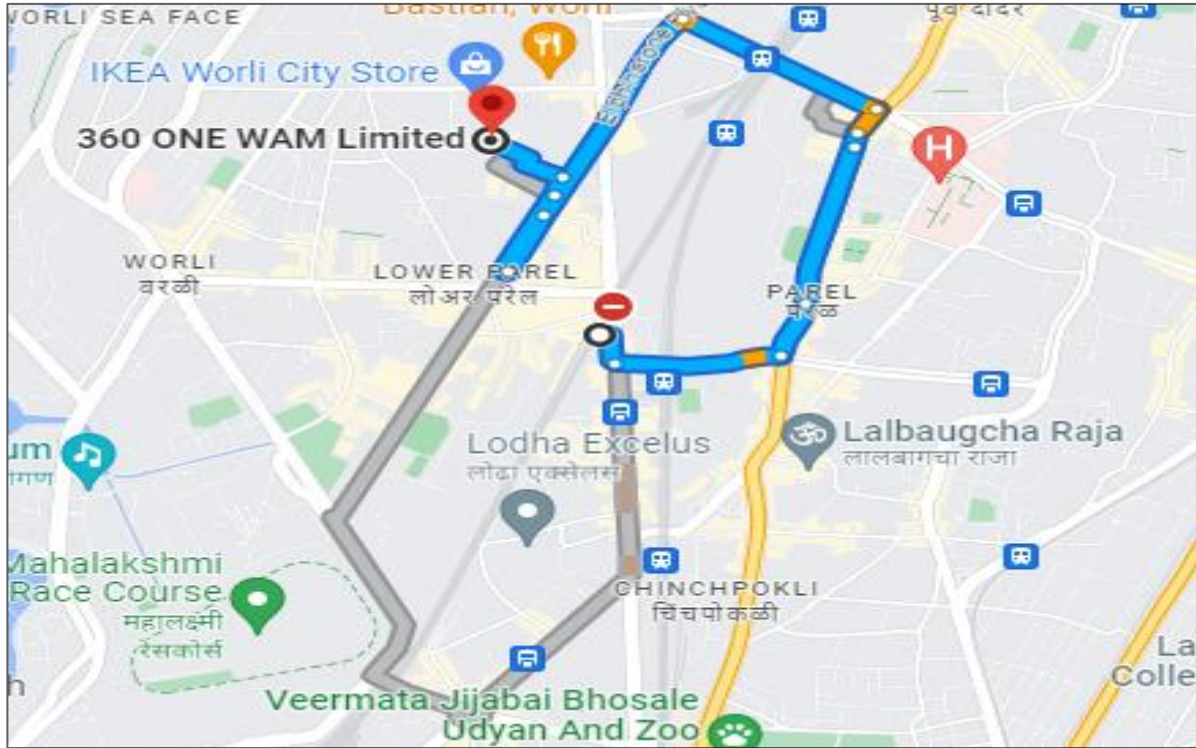
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**ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING OF THE COMPANY**



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