



## NOTICE

**Notice** is hereby given that the 13<sup>th</sup> Annual General Meeting of the Members of **360 ONE Asset Management Limited** (Formerly known as IIFL ASSET MANAGEMENT LIMITED) (CIN: U74900MH2010PLC201113) will be held on 25<sup>th</sup> day July, 2023 day at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013 at 3 PM to transact the following business:

### **ORDINARY BUSINESS:**

- 1. To adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, and reports of Board of Directors and the Auditors' thereon.**

**“RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2023 and the reports of Board of Directors and the Auditor's thereon, as circulated to the Members, be and are hereby considered, approved and adopted.”

- 2. To appoint a Director in place of Dr. Subbaraman Narayan (DIN: [00094081](#)), who retires by rotation and being eligible, offers himself for appointment**

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), Dr. Subbaraman Narayan (DIN: 00094081) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company.”

### **Special Business**

- 3. To approve re-appointment of Mr. Anup Maheshwari (DIN: [08258671](#)) as Whole Time Director of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 and all other applicable provisions, if any, read with Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), as amended, articles of association of the Company and based on recommendations of the Nomination & Remuneration Committee, Board of Directors of the Company and subject to such other sanctions/approvals, as may be necessary or required, the consent of the members be and is hereby accorded for the re-appointment of Mr. Anup Maheshwari (DIN 08258671) as a Whole Time Director designated as Executive Director and also Key Managerial Personnel (KMP) of the Company for a period of five (5) years with effect from November 14, 2023 upto November 13, 2028, liable to retire by rotation, on such terms and conditions of re-appointment including remuneration as approved by the Board, with authority to the Board to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as it may deem fit, subject to the provisions of the Act and applicable law.



**RESOLVED FURTHER THAT** notwithstanding anything contained herein, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Anup Maheshwari, Whole Time Director by way of salary, perquisites and allowances etc may exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with authority to the Board to decide the breakup of the remuneration from time to time and such remuneration shall be considered as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

**4. To approve appointment of Mr. Karan Bhagat (DIN: [03247753](#)) as Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Articles of Association of the Company, and applicable provisions, circulars, regulations including any statutory modification(s) or re-enactment(s) thereof to the Act, Mr. Karan Bhagat (DIN: 03247753), who was appointed as an Additional Director of the Company w.e.f. August 19, 2022 by the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

**By Order of the Board**

**Sd/-**

**Chinmay Joshi**

**Company Secretary**

Dated: May 02, 2023

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

**NOTES:**

1. The Statement pursuant to Section 102 of the Act (to the extent applicable), read with Section 110 as amended stating all material facts, disclosure of interest, if any and other relevant information and facts in respect of the business(es) is annexed hereto and forms part of this Notice.
2. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote 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 (48 hours) before the commencement of the Meeting.
3. 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.
4. 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.
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.
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. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
8. In terms of Section 152 of the Companies Act, 2013, Dr. Subbaraman Narayan (DIN: 00094081) Non-Executive Director, liable to retire by rotation at the Meeting and being eligible, offers himself for his re-appointment. Mr. Anup Maheshwari (DIN: 08258671) being re-appointed as Whole Time Director and Mr. Karan Bhagat (DIN: 03247753) being appointed as Director of the Company. The Board of Directors of the Company recommends re-appointment and appointment respectively.

Details pursuant to Section 102 of the Companies Act, 2013 read with rules framed thereunder and Secretarial Standards on General Meetings (“SS-2”), in respect of the Directors seeking appointment/ re-appointment at

the AGM and brief profiles of Mr. Anup Maheshwari, Dr. Subbaraman Narayan and Mr. Karan Bhagat are as under:

<b>Name of the Director</b>	Mr. Subbaraman Narayan	
<b>DIN</b>	00094081	
<b>Date of Birth</b>	June 20, 1943	
<b>Date of first appointment on the Board</b>	June 02, 2022	
<b>Qualifications</b>	Bachelor of Commerce from Bombay University and Post Graduate Diploma in Management from Indian Institute of Management, Lucknow.	
<b>Expertise</b>	Dr. Subbaraman Narayan is a Non-Executive Independent Director on the Board. He holds a PhD from IIT Delhi. 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 Commerce and Industry, Government of India.	
<b>Number of Meetings of the Board attended during the year</b>	4	
<b>Directorship in other Companies</b>	<ol style="list-style-type: none"> <li>1. Shanti Narayan Foundation</li> <li>2. Castlewood Trading Private Limited</li> <li>3. Rudransh Trading Private Limited</li> <li>4. 360 ONE WAM Limited (Formerly known as IIFL Wealth Management Limited)</li> <li>5. Seshasayee Paper and Boards Limited</li> <li>6. Artemis Medicare Services Limited</li> <li>7. Dabur India Limited</li> <li>8. 360 ONE Prime Limited (Formerly known as IIFL Wealth Prime Limited)</li> </ol>	
<b>List of Directorship / Membership / Chairmanship of Committees of other Board</b>	1. 360 ONE Prime Limited	
	<b>Committee</b>	<b>Designation</b>
	Board	Chairperson
	Audit Committee	Member
	Corporate Social Responsibility Committee	Member
	Nomination & Remuneration Committee	Member
	Stakeholder Relationship Committee	Member

	Information Technology Committee	Member
<b>Shareholding in 360 ONE Asset Management Limited (Formerly known as IIFL Asset Management Limited)</b>	Nil	
<b>Relationship between directors inter-se</b>	Not related to any Director /Key Managerial Personnel of the Company	
<b>Terms and Conditions of appointment</b>	Director, liable to retire by rotation	

5. To approve the re-appointment of Mr. Anup Maheshwari as Whole Time Director of the Company.

The Members at the Extra Ordinary General Meeting held on November 14, 2018, appointed Mr. Anup Maheshwari as a Wholetime Director to hold office for a term of 5 years. Accordingly, the tenure of Mr. Anup Maheshwari as a Whole-time Director is due for renewal on November 14, 2023.

<b>Name of the Director</b>	Mr. Anup Maheshwari
<b>DIN</b>	08258671
<b>Date of Birth</b>	March 02, 1971
<b>Date of first appointment on the Board</b>	November 14, 2018
<b>Qualifications</b>	PGDM- Indian Institute of Management, Lucknow
<b>Expertise</b>	Mr. Maheshwari has over 25 years of work experience in the financial service sector. Prior to joining IIFL Asset Management Limited, he was associated with DSP Investment Managers Private Limited (formerly known as DSP BlackRock Investment Managers Private Limited) for over 21 years (September 2006 — July 2018 and July 1997-November 2005) as an Executive Vice President & Chief Investment Officer. He was also associated with HSBC Asset Management (India) Private Limited & Merrill Lynch India Equities Fund (Mauritius) Limited. He has done his Bachelor of Commerce from Bombay University and Post Graduate Diploma in Management in finance and marketing from Indian Institute of Management, Lucknow
<b>Number of Meetings of the Board attended during the year</b>	6
<b>Directorship in other Companies</b>	Nil
<b>List of Directorship / Membership /Chairmanship of Committees of other Board</b>	Nil
<b>Shareholding in 360 ONE Asset Management Limited (Formerly known as IIFL Asset Management Limited)</b>	1 Equity share (As a Nominee Shareholder on behalf of 360 ONE WAM Limited (Formerly Known as IIFL Wealth Management Limited))
<b>Relationship between directors inter-se</b>	Not related to any Director /Key Managerial Personnel of the Company
<b>Terms and Conditions of appointment</b>	Whole Time Director, liable to retire to rotation

6. To consider and approve appointment of Mr. Karan Bhagat as Director of the Company.

The Board of Directors at its meeting held on August 19, 2022, approved the appointment of Mr. Karan Bhagat as an Additional Director of the Company.

<b>Name of the Director</b>	Karan Bhagat	
<b>DIN</b>	03247753	
<b>Date of Birth</b>	April 25, 1977	
<b>Date of first appointment on the Board</b>	August 19, 2022	
<b>Qualifications</b>	Bachelor's degree in commerce from the University of Mumbai and a master's degree in science (finance) from Cass Business School, London	
<b>Expertise</b>	Karan Bhagat has more than two decades of experience in the financial service industry. He is responsible for providing direction and leadership towards achievement of the organization's philosophy, mission, vision and its strategic goals and objectives. He has built a team of talented professionals who works with and for, some of the most distinguished wealthy families in India and abroad.	
<b>Number of Meetings of the Board attended during the year</b>	3	
<b>Directorship in other Companies</b>	<ol style="list-style-type: none"> <li>360 ONE WAM LIMITED (Formerly known as IIFL Wealth Management Limited)</li> <li>360 ONE Prime Limited (Formerly known as IIFL Wealth Prime Limited)</li> <li>Protean Egov Technologies Limited</li> <li>Kyrush Trading &amp; Investments Private Limited</li> <li>Young Presidents Organization (Mumbai Chapter)</li> </ol>	
<b>List of Directorship / Membership / Chairmanship of Committees of other Board</b>	1. 360 ONE WAM LIMITED	
	<b>Committee</b>	<b>Designation</b>
	Corporate Social Responsibility Committee	Chairperson
	Risk Management Committee	Member
	2. 360 ONE Prime Limited	
	<b>Committee</b>	<b>Designation</b>
Nomination & Remuneration Committee	Member	
<b>Shareholding in 360 ONE Asset Management Limited (Formerly known as IIFL Asset Management Limited)</b>	Nil	
<b>Relationship between directors inter-se</b>	Not related to any director/key managerial personnel	

Terms and Conditions of appointment	Director liable to retire by rotation
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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.

**By Order of the Board**

**Sd/-**

**Chinmay Joshi**

**Company Secretary**

Dated: May 02, 2023

Registered Office: 360 Centre, Kamala City,  
Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.

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

**Item No. 3**

The Members at the Extra Ordinary General Meeting held on November 14, 2018 had appointed Mr. Anup Maheshwari as a Wholetime Director to hold office for a term of 5 years. Accordingly, the tenure of Mr. Anup Maheshwari as a Whole-time Director is due for renewal on November 14, 2023.

In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company has recommended to the Board of the Directors, the reappointment of Mr. Anup Maheshwari as a Whole Time Director.

Considering the significant growth achieved by the Company until now due to expertise, the ambitious growth plan for immediate future and the responsibilities borne by Mr. Anup Maheshwari, the Board recommended to re-appoint Mr. Anup Maheshwari as Whole Time Director of the Company for the period of five (5) years with effect from November 14, 2023.

The Members are hereby requested to take note the remuneration payable to Mr. Anup Maheshwari as Whole Time Director is within the overall limit as prescribed under section 197 read with Part II – Section I - Schedule V.

The Board recommends the re-appointment of Mr. Anup Maheshwari as Whole Time Director by way of special resolution.

**Item No. 4**

The Board of Directors at its meeting held on August 19, 2022, approved the appointment of Mr. Karan Bhagat as an Additional Director of the Company.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing candidature of Mr. Karan Bhagat for the office of Director. Mr. Karan Bhagat has given his consent to act as a Director along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013.

The proposed Item No. 4 is required to be approved by the members of the Company pursuant to Sections 152 of the Act.

None of the Directors/Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution except in Special Resolution - Item No. 3 and 4 where Mr. Anup Maheshwari and Mr. Karan Bhagat being interested director(s) of being re-appointed as Whole Time Director and Director of the Company respectively has abstained from voting at the Board Meeting.



**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 360 ONE Asset Management Limited (Formerly Known as IIFL Asset Management Limited) will be held on 25<sup>th</sup> day July, 2023 at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013, Maharashtra.

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.

**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: 360 ONE Asset Management Limited (Formerly Known as IIFL Asset Management Limited)

Registered Office: 360 ONE CENTRE, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013

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 members of 360 ONE Asset Management Limited (Formerly Known as IIFL Asset Management Limited) to be held on 25<sup>th</sup> day July, 2023 at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013, Maharashtra, and at any adjournment thereof, in respect of such resolutions as are indicated below:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, and reports of Board of Directors and the Auditors' thereon.
2. To appoint Mr. Subbaraman Narayan (DIN: 00094081) as director of the Company, who retires by rotation and being eligible, offers himself for reappointment.
3. To approve the re-appointment of Mr. Anup Maheshwari (DIN: 08258671) as Whole Time Director of the Company.
4. To approve appointment of Mr. Karan Bhagat (DIN: 03247753 ) as Director of the Company.

**360 ONE ASSET MANAGEMENT LIMITED** (Formerly known as IIFL Asset Management Ltd.)

**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](mailto:secretarial@360.one) [www.360.one](http://www.360.one)

CIN: U74900MH2010PLC201113



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.**

**360 ONE ASSET MANAGEMENT LIMITED** (Formerly known as IIFL Asset Management Ltd.)

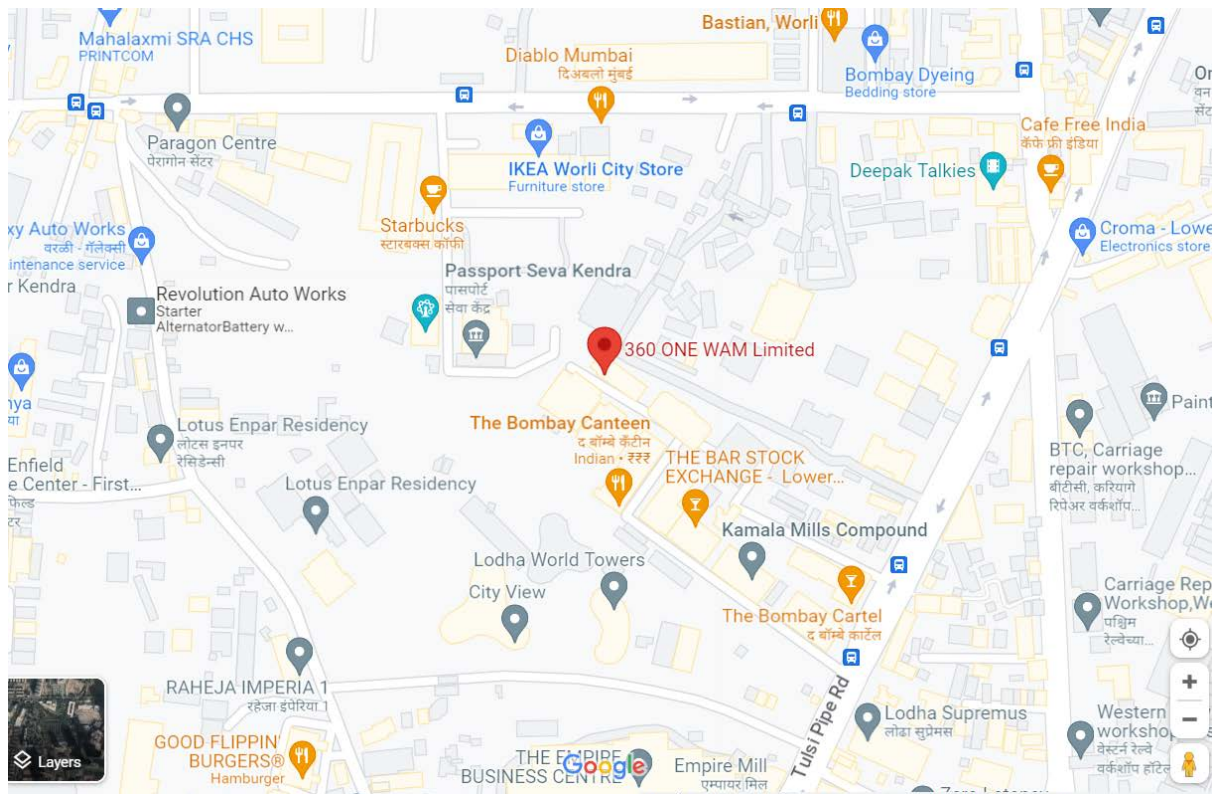
**Corporate & Registered Office:** 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013

Tel (91-22) 4876 5600 Fax (91-22) 4646 4706 Email [secretarial@360.one](mailto:secretarial@360.one) [www.360.one](http://www.360.one)

CIN: U74900MH2010PLC201113

## Route Map

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



**360 ONE ASSET MANAGEMENT LIMITED** (Formerly known as IIFL Asset Management Ltd.)

**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](mailto:secretarial@360.one) [www.360.one](http://www.360.one)

CIN: U74900MH2010PLC201113