



NOTICE OF 1ST EXTRA-ORDINARY GENERAL MEETING FOR THE FINANCIAL YEAR 2023-24

Notice is hereby given that the 1st Extra-Ordinary General Meeting for the financial year 2023-24 (“EGM”) of the members of 360 ONE Asset Management Limited (formerly known as IIFL Asset Management Limited) (“Company”) will be held at shorter notice on Wednesday, January 17, 2024 at the Registered Office of the Company situated at 360 ONE Centre, Kamala City, Lower Parel, Mumbai – 400013 at 10.30 AM (IST) to transact the following business:

Special Business:

1. To consider and approve proposed Business Transfer Agreement with 360 ONE Alternates Asset Management Limited:

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, and other applicable rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force), relevant provisions of Memorandum of Association and Articles of Association of the Company, approval of the members be and is hereby accorded for the business transfer of Alternative Investment Fund(s) (“AIF”) including the co-investment Portfolio Management Services business to 360 ONE Alternates Asset Management Limited, as an undertaking on a going concern basis, as on the date of transfer by way of a ‘slump sale’, for a lump sum consideration not being less than the net book value (subject to necessary adjustment of working capital) of the Undertaking through Business transfer agreement upon such other terms and conditions and with effect from such date as may be determined by the Transferor and Transferee (“Proposed Transfer”).

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to negotiate, approve authorise, finalise, make, execute, present, and file undertakings, documents, consents, declarations, applications, communications, representations, regulatory applications by whatever name called including any modifications or alterations thereto for and on behalf of the Company and do all such acts, deeds, matters and things as may be required to give effect to the above in accordance with applicable laws, to give effect to the foregoing resolution.”

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 www.iiflamc.com

CIN: U74900MH2010PLC201113

2. To consider and approve related party transaction under Section 188 of the Companies Act, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“Act”) read with relevant rules framed thereunder (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors for entering into a transaction with 360 ONE Alternates Asset Management Limited (“**Transferee**”), being a fellow subsidiary of the Company and a Related Party within the meaning of Section 2(76) of the Companies Act, 2013, for transfer of business consisting of management of the alternative investment funds in the capacity of an investment manager registered with Securities and Exchange Board of India (“**AIF Business**”) including the co-investment Portfolio Management Services Business (“**Co-invest PMS**”) in the capacity of a co-investment portfolio manager as an undertaking on a going concern basis (collectively, “**Undertaking**”) by way of a ‘slump sale’, for a lump sum consideration being INR 180 crores (subject to necessary adjustments including with respect to the working capital etc. as on the Closing Date), with effect from such date as may be determined by the Company and the Transferee and upon such other terms and conditions as mentioned in the draft business transfer agreement.

RESOLVED FURTHER THAT consent of the members is hereby accorded to authorize the Board of Directors, to negotiate, approve authorise, finalise, make, sign, execute and deliver documents and writings of every kind, agreements, addendum, contracts, and such other documents/papers as may be required to be executed, delivered and issued from time to time and file undertakings, documents, consents, declarations, applications, communications, representations, regulatory applications by whatever name called including any modifications or alterations thereto for and on behalf of the Company and do all such acts, deeds, matters and things as may be required to give effect to the above, to cease to act as the investment manager (including co-investment portfolio manager) of the funds as listed below, as specified in the draft business transfer agreement.

List of the funds managed by 360 ONE Asset Management Limited:

1. 360 ONE Private Equity Fund (formerly known as IIFL Private Equity Fund) - Category II Alternative Investment Fund
2. 360 ONE Venture Fund (formerly known as IIFL Venture Fund)- Category I Venture Capital Fund
3. 360 ONE Opportunities Fund (formerly known as IIFL Opportunities Fund) - Category III Alternative Investment Fund
4. 360 ONE Venture Capital Trust (formerly known as SCALE Venture Capital Trust) - Category II Alternative Investment Fund

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



RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to negotiate, approve authorise, finalise, make, execute, present, and file undertakings, documents, consents, declarations, applications, communications, representations, regulatory applications by whatever name called including any modifications or alterations thereto for and on behalf of the Company and do all such acts, deeds, matters and things as may be required to give effect to the above in accordance with applicable laws, to give effect to the foregoing resolution.”

By Order of the Board
For 360 ONE Asset Management Limited
(formerly known as IIFL Asset Management Limited)

Sd/-
Chinmay Joshi
Company Secretary
Mem No: - A22935
Address: 360 ONE Centre, Kamala City, Lower Parel, Mumbai – 400013
Date: January 16, 2024
Place: Mumbai

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 www.iiflamc.com

CIN: U74900MH2010PLC201113

NOTES:

1. Statement of material facts pursuant to Section 102(1) of the Companies Act, 2013, in respect of special business(s) to be transacted at the general meeting is attached herewith.
2. A member entitled to attend and vote at the general meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and such a proxy need not be a member of the company. The instrument of proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.
3. A person can act as proxy on behalf of members not exceeding fifty (50) 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 10% 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 proxy for any other person or shareholder. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company, a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Members are requested to bring their Attendance Slip along with their copy of Notice to the meeting.
5. Corporate Members pursuant to Section 113 of the Companies Act, 2013 intending to send their Authorized Representative to attend and vote at the meeting are requested to ensure that the Authorized Representative carries a duly Certified True Copy of the Board Resolution, Power of Attorney or such other valid Authorizations under the Companies Act, 2013, authorizing them to attend and vote at the meeting.
6. Relevant documents referred to in the accompanying notice and the statements are open for inspection by the members at the Registered Office of the company on all working days, except Saturdays, during business hours up to the date of the meeting.
7. Register of Director(s)/Key Managerial Personnel(s) and their shareholding, Register of Contracts in which Directors are interested will be available for inspection by the Members at the Meeting.
8. Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communication including Notice, Circulars, etc. from the Company electronically.
9. The Route Map of the venue of this Extra-Ordinary General Meeting is placed below this Notice.

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 www.iiflamc.com

CIN: U74900MH2010PLC201113



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

The following Statements sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

Item No. 1: To consider and approve proposed Business Transfer Agreement with 360 ONE Alternates Asset Management Limited:

Members of the Company are aware that 360 ONE Asset Management Limited (formerly known as IIFL Asset Management Limited) ("**Transferor**" or "**Company**"), is a wholly owned material subsidiary of 360 ONE WAM Limited (formerly known as IIFL Wealth Management Limited) ("**ONE WAM**") and is engaged in asset management business. The Transferor acts as Investment Manager to 360 ONE Mutual Fund (formerly known as IIFL Mutual Fund) ("**MF**"), 360 ONE Real Estate Investment Trust ("**REIT**"), 360 ONE Private Equity Fund (formerly known as IIFL Private Equity Fund) - Category II Alternative Investment Fund, 360 ONE Venture Fund (formerly known as IIFL Venture Fund)- Category I Venture Capital Fund, 360 ONE Opportunities Fund (formerly known as IIFL Opportunities Fund) - Category III Alternative Investment Fund and 360 ONE Venture Capital Trust (formerly known as SCALE Venture Capital Trust) - Category II Alternative Investment Fund ("**AIF Business**"). The Transferor is also registered with SEBI to provide Portfolio Management Services ("**PMS**") including Co-investment Portfolio Management Services.

360 ONE Alternates Asset Management Limited ("**Transferee**"), is an another wholly owned subsidiary of ONE WAM which has been incorporated to carry out asset management business.

Members of the Company are requested to note that the Audit Committee and Board of Directors of Transferor/the Company at their meetings held on November 21, 2023, approved transfer of business consisting of management of the alternative investment funds in the capacity of an investment manager ("**AIF Business**") including the co-investment Portfolio Management Services Business in the capacity of a co-investment portfolio manager ("**Co-invest PMS**") to Transferee via a business transfer agreement, subject to the prior approval of the Board of Directors and Shareholders of ONE WAM in accordance with Regulation 24(6) of the Listing Regulations, 2015 and other regulatory approvals/consents/permissions or any other prior approval(s) as may be required ("**Proposed Transaction**").

Members of the Company are hereby informed that the Board of Directors and Shareholders of ONE WAM have approved the Proposed Transaction on December 11, 2023 and on January 12, 2024 respectively.

The aforesaid transfer of business is aimed at segregating the current asset management business of Transferor between public and private markets, with Transferor retaining the public market business. The same is expected to allow sharper focus on both the high growth business segments and is expected to provide a more effective structure for potential strategic opportunities that may arise in the future.

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 www.iiflamc.com

CIN: U74900MH2010PLC201113

Members of the Company are further requested to note that Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, only with the approval of the members of the Company by way of Special resolution.

Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, consent of the members of the Company is sought by way of Special Resolution for transfer of business as mentioned above.

The Board recommends the resolution set out at Item No. 1 of this Notice for approval by the shareholders of the Company as a special resolution.

None of the Directors and Key Managerial Personnel or their respective relatives, either directly or indirectly, is in any way, concerned or interested, financially or otherwise, in the passing of the resolutions set out at Item No. 1 of the Notice, except to the extent of their shareholding, if any, in the Company.

Item No. 2: To consider and approve related party transaction under Section 188 of the Companies Act, 2013:

The Members of the Company are informed that 360 ONE Alternates Asset Management Limited ("**Transferee**"), is another wholly owned subsidiary of 360 ONE WAM Limited, holding Company ("**ONE WAM**") which proposes to carry on asset management business. Proposed transfer of business as mentioned in Item No. 1 to Transferee would be on a going concern basis by way of a 'slump sale', for a lump sum consideration being INR 180 crore (subject to necessary adjustments including with respect to the working capital etc. as on the Closing Date), of the Undertaking through Business transfer agreement.

The members of the Company are requested to note that Section 188(1) of the Companies Act, 2013 read with relevant rules made thereunder requires any transaction entered into between related parties for selling or otherwise disposing of property of any kind is required to be approved by the members of the Company by way of Special Resolution. The Transferee being a fellow subsidiary of the Company is a related party of the Company.

The members are further requested to note that the third proviso to Section 188(1) of the Act states that the provisions of Section 188(1) shall not apply to any transactions entered into by the Company in its ordinary course of business and on arm's length basis.

Accordingly, even though the proposed transaction of the transfer of business is to be entered into by the Company and Transferee is on an arm's length basis, this transaction could be construed as being outside the ordinary course of business of the Company. Hence, the approval of the members of the Company under Section 188 is being sought by way of an Ordinary Resolution for Proposed Transfer.

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

Pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 particulars of the transaction with 360 ONE AAM are provided in the table appended below:

Name of the related party	360 ONE Alternates Asset Management Limited
Nature of relationship	Fellow Subsidiary
Name of the Director or KMP who is related	None
Nature, duration of the contract and particulars of the contract or arrangement;	Nature: Not in the ordinary course of business Duration: NA It's one-time approval
Material terms of the contract or arrangement including the value, if any;	Sale of Business Undertaking (AIF Business and Co-invest PMS) by way of 'Slump Sale' on a lumpsum consideration being INR 180 crore (subject to necessary adjustments including with respect to the working capital etc. as on the Closing Date). The purchase consideration will be adjusted for change in the Net assets between the execution and closing date.
Any advance paid or received for the contract or arrangement, if any;	No
The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	The pricing is a lumpsum consideration determined based on the fair value of the assets and liabilities of the undertaking as on the date of transfer.
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	Yes
Any other information relevant or important for the Board to take a decision on the proposed transaction.	NA
Whether on arms' length and in the ordinary course of business	Yes, on Arms' length basis Not in ordinary course of business

The Board recommends the resolution set out at Item No. 2 of this Notice for approval by the shareholders of the Company as an Ordinary resolution.

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



None of the Directors and Key Managerial Personnel or their respective relatives, either directly or indirectly, is in any way, concerned or interested, financially or otherwise, in the passing of the resolutions set out at Item No. 2 of the Notice, except to the extent of their shareholding, if any, in the Company.

By Order of the Board
For 360 ONE Asset Management Limited
(formerly known as IIFL Asset Management Limited)

Sd/-

Chinmay Joshi

Company Secretary

Mem No: - A22935

Address: 360 ONE Centre, Kamala City, Lower Parel, Mumbai – 400013

Date: January 16, 2024

Place: Mumbai

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 www.iiflamc.com

CIN: U74900MH2010PLC201113

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 1st Extra- Ordinary General Meeting of the Members of **360 ONE Asset Management Limited (Formerly known as IIFL Asset Management Limited)** held at shorter notice on Wednesday, January 17, 2024 at the Registered Office of the Company situated at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai – 400013 at 10.30 AM (IST).

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: U74900MH2010PLC201113

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 – 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 1st Extra-Ordinary General Meeting of the Members of **360 ONE Asset Management Limited (Formerly known as IIFL Asset Management Limited)** held shorter notice on Wednesday, January 17, 2024 at the Registered Office of the Company situated at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai – 400013 at 10.30 AM (IST) and at any adjournment thereof in respect of such resolutions as are indicated below:

- 1.To consider and approve proposed Business Transfer Agreement with 360 ONE Alternates Asset Management Limited.
- 2.To consider and approve related party transaction under Section 188 of the Companies Act, 2013.

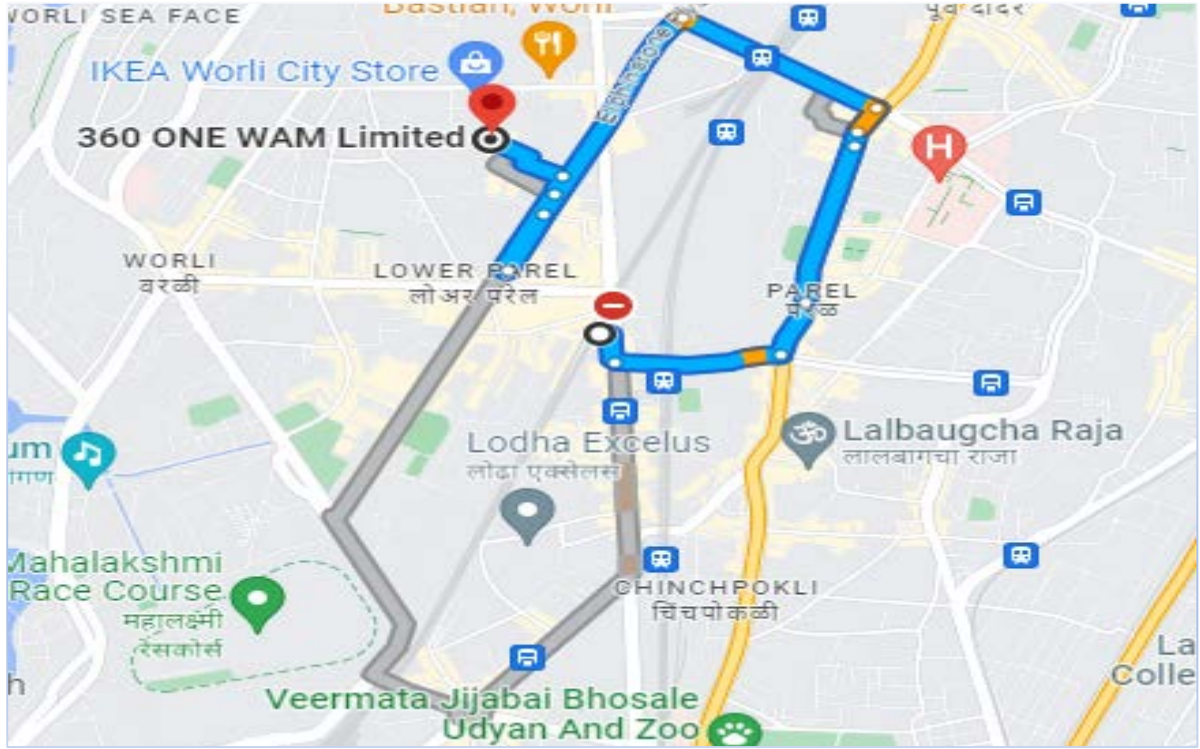
Signed this _____ day of _____ 2024
 Signature of Shareholder: _____
 Signature of Proxy holder(s): _____

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.)

Route Map



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 www.iiflamc.com

CIN: U74900MH2010PLC201113