

**360 ONE ASSET MANAGEMENT LIMITED**

(formerly known as IIFL ASSET MANAGEMENT LIMITED)

**CIN:** U74900MH2010PLC201113

**Regd. Office:** 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai - 400013

**Tel:** (+91-22) 4876 5600, **Fax:** (+91-22) 4646 4706

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

**Website:** <https://www.360.one/asset-management>

**NOTICE OF 1<sup>ST</sup> EXTRA-ORDINARY GENERAL MEETING FOR FY 2024-25**

The Notice (“**Notice**”) is hereby given that 1<sup>st</sup> Extra-Ordinary General Meeting for FY 2024-25 (“**EGM**”) of the Members of **360 ONE ASSET MANAGEMENT LIMITED** (“**Company**” and formerly known as IIFL ASSET MANAGEMENT LIMITED) will be held at shorter notice on **Tuesday, July 30, 2024**, at **02.15 PM** (IST) at the Registered Office of the Company situated at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013, Maharashtra, India to transact the following business:

**SPECIAL BUSINESS:**

**Item No. 1 – To consider and approve appointment of Mr. Raghav Iyengar [DIN: 07160750] as Whole-time Director & Chief Executive Officer of the Company and payment of remuneration:**

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Mutual Fund) Regulations, 1996 (“**MF Regulations**”) (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), provisions of Articles of Association of the Company and subject to the approvals of concerned statutory, regulatory and other authorities, if any, to the extent applicable and required and pursuant to the recommendation of Nomination & Remuneration Committee, approval of the Board of Directors of 360 ONE ASSET TRUSTEE LIMITED and the Company, the consent of the members of the Company be and is hereby accorded to the appointment of Mr. Raghav Iyengar (DIN: 07160750) as the Whole-time Director & Chief Executive Officer of the Company, liable to retire by rotation, for a period of Four (4) years effective from July 15, 2024 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice with the authority to the Board of Directors and/or the Nomination & Remuneration Committee, to alter and/or vary the terms and conditions of the said re-appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, allowances,

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benefits and amenities payable to him in accordance with the provisions of the Act and the rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable laws.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the currency of tenure of Mr. Raghav Iyengar as Whole-time Director & Chief Executive Officer of the Company, the remuneration and the perquisites be paid or granted to him as minimum remuneration and perquisites, and that the total remuneration by way of salary, perquisites and other allowances may exceed the applicable limits in terms of Section 197 and Schedule V of the Act as may be amended from time to time or any equivalent statutory re-enactment thereof for the time being in force for a period of Three (3) years.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Nomination & Remuneration Committee be and are hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable, including obtaining any approvals – statutory, contractual or otherwise, in relation to the above and execute all such agreements, documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Director(s) to give effect to the aforesaid resolution.”

**By Order of the Board**

**For 360 ONE ASSET MANAGEMENT LIMITED**

(formerly known as IIFL ASSET MANAGEMENT LIMITED)

**Sd/-**

**Chinmay Joshi**

**Company Secretary**

**ACS: 22935**

Date: July 15, 2024

Place: Mumbai

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

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**NOTES:**

1. The Statement pursuant to Section 102 of the Act (to the extent applicable), 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 Extra-Ordinary 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 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 Extra-Ordinary General Meeting and will also be available during the 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 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, the relevant details relating to regularisation and appointment of Mr. Raghav Iyengar as required under the Act and the Secretarial Standards issued by the Institute of Company Secretaries of India, are provided in the “**Annexure A**” to this Notice.
9. A Route Map along with Prominent Landmark for easy location to reach the venue of Extra-Ordinary General Meeting is annexed with the notice of the Meeting.

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**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, SETTING OUT MATERIAL FACTS IN RESPECT OF SPECIAL BUSINESS(ES) TO BE TRANSACTED AT THE EXTRA-ORDINARY GENERAL MEETING (“EXPLANATORY STATEMENT”)**

The following statement sets out all the material facts relating to Item No. 1 mentioned in the accompanying Notice.

**Item No. 1 – To consider and approve appointment of Mr. Raghav Iyengar [DIN: 07160750] as Whole-time Director & Chief Executive Officer of the Company and payment of remuneration:**

Mr. Raghav Iyengar (DIN: 07160750) was appointed as an Additional Director designated as Whole-time Director and Chief Executive Officer of the Company with effect from July 15, 2024 by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee (“NRC”) of the Board. Pursuant to Regulation 22(c) of SEBI (Mutual Fund) Regulations, 1996 (“MF Regulations”), the appointment of a Director of an Asset Management Company shall be made subject to the approval of the Trustees. Accordingly, the Board of Directors of 360 ONE ASSET TRUSTEE LIMITED in their meeting held on July 15, 2024 had accorded their approval for the said appointment.

Mr. Raghav Iyengar comes with rich experience of over three decades in financial services sector. Prior to joining 360 ONE Asset Management Limited, he served as the President and Chief Business Officer at Axis Asset Management, where he led sales (both retail and institutional), marketing, digital, business intelligence, PR, and investor services. His extensive experience includes significant tenures with ICICI Prudential Asset Management and Tata Asset Management.

As per the provisions of the Companies Act, 2013 (“the Act”) and as an Additional Director, Mr. Raghav Iyengar shall hold office upto the date of the ensuing general meeting and is eligible to be appointed as Director of the Company. Accordingly, it is proposed to seek the approval of the shareholders of the Company by way of Special Resolution for appointment of Mr. Raghav Iyengar as Whole-time Director and Chief Executive Officer on the Board of the Company, liable to retire by rotation as set out in Item No. 1 of the Notice.

Mr. Raghav Iyengar is eligible to be appointed as Whole-time Director and Chief Executive Officer on the Board of Directors of the Company. The Company has received a notice in writing from a member of the Company under Section 160 of the Act, proposing the candidature of Mr. Raghav Iyengar for the office of Directors of the Company. Mr. Raghav Iyengar is (a) not disqualified from being appointed as Director in terms of Section 164 of the Act and (b) have furnished his consent to act as the Director of the Company along with necessary disclosures inter alia pursuant to the provisions of the Act.

The appointment shall be for a term of Four (4) years with effect from July 15, 2024.

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Though the tenure of Mr. Raghav Iyengar is of Four (4) years, it is hereby proposed to remunerate Mr. Raghav Iyengar for the initial period of Three (3) years effective from July 15, 2024 as detailed below owing inadequacy of profit. Pursuant to Section 197 read with Schedule V of the Companies Act, 2013; the remuneration payable to Mr. Raghav Iyengar as approved by the Board is required to be approved by Members.

**Details of remuneration:**

Basic Salary	1,12,00,000
Housing/HRA	56,00,000
Flexi Pay	9,96,333
Supplementary Allowance	1,01,82,067
Employer's Contribution to Provident Fund	21,600
<b>Total Fixed Pay</b>	<b>2,80,00,000</b>

**Statement/Information as required under sub clause iv of Part II-Section II-B of Schedule V**

**I. General Information:**

- (1) Nature of industry – Financial Services
- (2) Date or expected date of commencement of commercial production – The Company is into business of financial services since date of its incorporation
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not Applicable
- (4) Financial performance based on given indicators:

<b>Financial performance of the Company based on given indicators during last three financial years</b>	<b>2023-24</b>	<b>2022-23</b>	<b>2021-22</b>
Income (including exceptional income)	5,648,467,977.62	5,426,607,224.24	4,419,892,820.00
Net profit/(Loss) as per profit and loss	2,384,683,772.16	2,519,599,480.55	1,649,407,868.00
Amount of Dividend paid	1,999,830,000.00	2,619,360,000.00	1,797,600,000.00
Finance Cost	60,856,721.05	14,974,983.02	14,485,904.00
Depreciation	22,830,656.81	7,057,263.51	5,136,036.00
Taxes	642,942,181.71	837,062,314.69	574,025,371.00
Earnings before interest, depreciation & taxes	3,111,313,331.73	3,378,694,041.77	2,243,055,179.00
% of EBIDT to turnover	55%	62%	51%

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(5) Foreign investments or collaborations, if any. – Nil

## **II. Information about the appointee:**

- (1) Background Details – Name: Raghav Narasimhan Iyengar  
Designation: Whole-Time Director and Chief Executive Officer  
Fathers name: Narasimhan Kuppuswami  
Nationality: Indian  
DOB: August 20, 1968  
Qualification: Chartered Accountant  
Experience: Over 30 years
- (2) Past remuneration: Not Applicable
- (3) Recognition or awards: --
- (4) Job profile and his suitability: The Whole-Time Director shall be responsible for the management of the entire affairs of the Company and to do all acts and things, which in the ordinary course of business, he considers necessary or proper or in the interest of the Company.  
Considering the above and having regard to age, qualifications, ability and experience and looking to the business requirement, the proposed remuneration is in the interest of the Company.
- (5) Remuneration proposed: INR 2,80,00,000/- per annum with an increment including but not limited to bonus, any perquisite (ESOP's of Holding Company, allowances etc.) from time to time in line with the Company's policy.
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Compared to the remuneration with respect to the industry size of the Company etc. the remuneration proposed to be paid to him is very low or is appropriate.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any: Mr. Raghav Iyengar is a professional Director and is not related to other directors.

## **III. Other information:**

- (1) Reasons of loss or inadequate profits - Unfavourable Market conditions
- (2) Steps taken or proposed to be taken for improvement - Curtailment of expenses, increase in turnover and substantial marketing efforts are likely to increase the profitability of the Company.
- (3) Expected increase in productivity and profits in measurable terms. - It is expected that revenues will grow at a healthy pace of 10%.

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**IV. Disclosures:**

The following disclosures shall be mentioned in the Board of Director's report under the heading — Corporate Governance, if any, attached to the financial statement: — Not Applicable

- (i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;
- (ii) details of fixed component and performance linked incentives along with the performance criteria;
- (iii) service contracts, notice period, severance fees;
- (iv) stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable

The relevant details relating to the appointment of Mr. Raghav Iyengar as required under the Act and the Secretarial Standards issued by the Institute of Company Secretaries of India, are provided in the **"Annexure A"** to this Notice.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Raghav Iyengar as Whole-time Director and Chief Executive Officer, in the interest of the Company and recommends the Special Resolution as set out in Item No. 1 of the Notice for approval of the Members.

Except Mr. Raghav Iyengar and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

**By Order of the Board**  
**For 360 ONE ASSET MANAGEMENT LIMITED**  
(formerly known as IIFL ASSET MANAGEMENT LIMITED)

Sd/-  
**Chinmay Joshi**  
**Company Secretary**  
**ACS: 22935**  
**Dated: July 15, 2024**  
**Place: Mumbai**

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

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**Annexure A to the Notice**

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 EGM and brief profile of Mr. Raghav Iyengar is as under:

<b>Name of the Director</b>	Raghav Iyengar
<b>Concerned Item No.</b>	1
<b>DIN</b>	07160750
<b>Date of Birth/Age</b>	August 20, 1968 56 years
<b>Nationality</b>	Indian
<b>Date of first appointment on the Board</b>	July 15, 2024
<b>Brief profile/resume</b>	Mr. Raghav Iyengar is a Chartered Accountant by qualification and has over 30 years of experience in the financial services sector. He last served as the President and Chief Business Officer at Axis Asset Management, leading retail and institutional Sales, marketing, digital, business intelligence, PR and investor services. He has worked with renowned asset management companies including ICICI Prudential Asset Management Limited and Tata Asset Management Limited.
<b>Shareholding in the Company including shareholding as beneficial owner</b>	NIL
<b>Terms and conditions of appointment or re-appointment</b>	Mr. Raghav Iyengar is proposed to be appointed as a Whole-time Director and Chief Executive Officer of the Company for a period of four years commencing from July 15, 2024. The As per the resolution of the members with respect to his appointment, his office as Director shall be subject to retirement by rotation.
<b>Number of Meetings of the Board attended during the year</b>	Not applicable
<b>Experience and expertise in specific functional area</b>	Retail and institutional Sales, marketing, digital, business intelligence, PR and investor services
<b>Qualification</b>	Chartered Accountant
<b>Last drawn remuneration (including sitting fees and commission) and remuneration sought to be paid</b>	The remuneration will be paid pursuant to the approval of the shareholders at the Extra-Ordinary General Meeting of the Company and the Board of Directors from time to time.

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<b>Relationship with other Directors and Key Managerial Personnel</b>	Not related to any Director and Key Managerial Personnel
<b>Directorship in other Companies</b>	Nil
<b>Chairman/Member in the committees of other companies [including the Company]</b>	Nil

**By Order of the Board**  
**For 360 ONE ASSET MANAGEMENT LIMITED**  
(formerly known as IIFL ASSET MANAGEMENT LIMITED)

Sd/-

**Chinmay Joshi**

**Company Secretary**

**ACS: 22935**

Dated: July 15, 2024

Place: Mumbai

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

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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 1<sup>st</sup> Extra-Ordinary General Meeting for FY 2024-25 (“EGM”) of the Members of **360 ONE ASSET MANAGEMENT LIMITED** (“Company” and formerly known as IIFL ASSET MANAGEMENT LIMITED) will be held at shorter notice on **Tuesday, July 30, 2024** at **02.15 PM** (IST) at the Registered Office of the Company situated at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013, Maharashtra, India.

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 – 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 \_\_\_\_\_

Name: \_\_\_\_\_ Address: \_\_\_\_\_ E-mail ID: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him \_\_\_\_\_

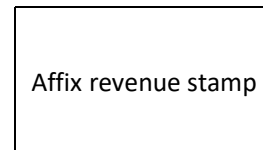
As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 1<sup>st</sup> Extra-Ordinary General Meeting for FY 2024-25 (“EGM”) of the Members of **360 ONE ASSET MANAGEMENT LIMITED** (“Company” and formerly known as IIFL ASSET MANAGEMENT LIMITED) will be held at shorter notice on **Tuesday, July 30, 2024**, at **02.15 PM** (IST) at the Registered Office of the Company situated at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013, Maharashtra, India and at any adjournment thereof, in respect of such resolutions as are indicated below:

- To consider and approve appointment of Mr. Raghav Iyengar [DIN: 07160750] as Whole-time Director & Chief Executive Officer of the Company and payment of remuneration.

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

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

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



**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.**

**Route Map**

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

