

January 23, 2023

The Manager,  
Listing Department,  
**BSE Limited,**  
Phiroze Jeejeebhoy Tower,  
Dalal Street,  
Mumbai 400 001.  
**BSE Scrip Code: 542772**

The Manager,  
Listing Department,  
**National Stock Exchange of India Ltd.,**  
Exchange Plaza, 5 Floor, Plot C/1, G Block,  
Bandra - Kurla Complex, Bandra (E),  
Mumbai 400 051.  
**NSE Symbol: 360ONE**

Dear Sir / Madam,

**Subject: Notice of the 3<sup>rd</sup> Extraordinary General Meeting of the Company for the financial year 2022-23 (“EGM”) - Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

This is further to our intimation dated January 19, 2023, in respect of the outcome of the meeting of the Board of Directors of 360 ONE WAM LIMITED (Formerly known as IIFL Wealth Management Limited) (“Company”) held on January 19, 2023.

We would like to inform you that the EGM of the Company will be held on Wednesday, February 15, 2023, at 11:30 a.m. (IST) through Video Conferencing or Other Audio Visual Means and the deemed venue of the EGM shall be the registered office of the Company at IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai, Maharashtra, 400013.

In compliance with applicable provisions of the Companies Act, 2013 (“Act”) and Listing Regulations, read with General Circular No. 11/2022 dated December 28, 2022 and all other applicable circulars issued by Ministry of Corporate Affairs (“MCA”) in this regard and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and all other applicable circulars issued by the Securities and Exchange Board of India (“SEBI”) in this regard (collectively referred as “MCA and SEBI Circulars”), the EGM will be held without the physical presence of the shareholders at a common venue.

In terms of the provisions of Regulation 30 of the Listing Regulations, the Notice of the EGM is enclosed herewith as **Annexure I**.

Further, in accordance with the aforesaid MCA and SEBI Circulars, the Notice of the EGM is being sent by electronic mode to those shareholders whose email addresses are registered with the Company / Depository Participants. The Notice of the EGM is dispatched to the shareholders today i.e. January 23, 2023.

**360 ONE WAM LIMITED** (Formerly known as IIFL Wealth Management Limited)

**Corporate & Registered Office:** IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013

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

CIN: L74140MH2008PLC177884

The agenda items proposed to be taken up at the EGM as recommended by the Board of Directors are as mentioned below:

<b>S. N.</b>	<b>Proposed Items to be transacted</b>	<b>Resolutions to be passed</b>	<b>Manner of approval</b>
1.	To consider and approve sub-division of the equity shares of the Company and consequential alteration(s) of the Memorandum of Association and the Articles of Association of the Company	Special Resolution	Voting through electronic means
2.	To consider and approve increase in authorised share capital of the Company and consequential alteration of the Memorandum of Association of the Company	Ordinary Resolution	Voting through electronic means
3.	To consider and approve issue of bonus equity shares of the Company	Special Resolution	Voting through electronic means

Please take the same on your records.

Thanking you,

Yours truly,

**For 360 ONE WAM LIMITED**

**(Formerly known as IIFL Wealth Management Limited)**

**Rohit Bhave**

**Company Secretary**

**(ACS: 21409)**

**Encl: a/a**

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CIN: L74140MH2008PLC177884

**360 ONE WAM LIMITED**  
**(Formerly known as IIFL Wealth Management Limited)**

CIN: L74140MH2008PLC177884

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

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

**E-mail:** secretarial@iiflw.com, **Website:** www.360.one

**NOTICE OF THE 3<sup>RD</sup> EXTRAORDINARY GENERAL MEETING FOR THE FINANCIAL YEAR 2022-23**

**NOTICE** is hereby given that the 3<sup>rd</sup> Extraordinary General Meeting for the financial year 2022-23 ("**EGM**") of the Members of 360 ONE WAM LIMITED ("**Company**" and formerly known as IIFL Wealth Management Limited) will be held on Wednesday, February 15, 2023, at 11:30 a.m. (IST) through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") to transact the following businesses:

**SPECIAL BUSINESS:**

- To consider and approve sub-division of the equity shares of the Company and consequential alteration(s) of the Memorandum of Association and the Articles of Association of the Company**

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

**"RESOLVED THAT** pursuant to:

- the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("**Companies Act, 2013**"),
- applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations, 2015**"),
- enabling provisions of the Memorandum of Association and the Articles of Association of the Company, and
- such other laws, rules, regulations, notifications, guidelines etc. applicable in this regard, from time to time, and subject to such approval(s) / consent(s) / permission(s) / sanction(s), as may be required, from the appropriate regulatory authorities / institutions / bodies including but not limited to the stock exchanges, Securities and Exchange Board of India and / or the Reserve Bank of India and subject to such terms and conditions as may be prescribed while granting such approval(s) / consent(s) / permission(s) / sanction(s) and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as "**Board**", which expression shall deem to include a Committee of Directors authorized by the Board from time to time to exercise the powers conferred on the Board of Directors vide this resolution and / or such other persons who may be authorized in this regard by the Board of Directors or such Committee), the approval of the Members of the Company be and is hereby accorded for sub-division of each existing equity share of the Company of face value of Rs. 2/- (Rupees two only) each, into 2 (two) equity shares of face value of Re. 1/- (Rupee one only) each fully paid up ("**Sub-divided Shares**"), with effect from such date as may be fixed by the Board for this purpose ("**Record Date**").

**RESOLVED FURTHER THAT** pursuant to Section 4, 5, 13, 14 and 15 of the Companies Act, 2013, the amount of face value of equity shares of the Company appearing in the Memorandum of Association and the Articles of Association of the Company shall be substituted with Re. 1/- (Rupee one only) and accordingly:

- Clause V (a) of the present Memorandum of Association of the Company be deleted and replaced in its entirety with the following clause:

*“V (a). The Authorised Share Capital of the Company is Rs. 26,53,00,000/- (Rupees twenty six crore fifty three lakh only) divided into 26,53,00,000/- (twenty six crore fifty three lakh) equity shares of face value Re. 1/- (Rupee one only) each, with rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being, with power to increase or reduce the Capital of the Company or to divide the shares of the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.”*

- II. The definition of **“Equity Shares”** under Article 73 in the present Articles of Association of the Company be deleted and replaced in its entirety with the following definition:

*“Equity Shares mean equity shares of the face value of Re. 1/- (Rupee one only) each in the capital of the Company.”*

**RESOLVED FURTHER THAT** upon sub-division of the equity shares as aforesaid and with effect from the Record Date:

- a) the share certificates in respect of the existing equity shares of the Company of face value of Rs. 2/- (Rupees two only) each, held in physical form, shall be deemed to have been automatically cancelled and shall be of no effect, and in lieu of the same the Company shall issue and/or credit the Sub-divided Shares in accordance with the applicable laws; and
- b) for the equity shares held in dematerialized form, the Sub-divided Shares shall be credited proportionately into the respective beneficiary demat accounts of the Members held with depository participants, in lieu of the existing equity shares of the Company having face value of Rs. 2/- (Rupees two only) each held in their respective beneficiary demat accounts.

**RESOLVED FURTHER THAT** the Sub-divided Shares shall be subject to the terms and conditions contained in the Memorandum of Association and the Articles of Association of the Company and shall rank *pari passu* in all respects with each other and carry the same rights as to the existing equity shares of face value Rs. 2/- (Rupees two only) each of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to make appropriate adjustments due to sub-division of shares, to the stock options which have been granted under IIFL Wealth Employee Stock Option Scheme – 2015, IIFLW ESOP – 2019, IIFL Wealth ESOP Scheme – Under Composite Scheme of Arrangement, IIFLW ESOP - 2021 and IIFL Wealth Employee Stock Option Scheme 2022 (collectively referred to as **“Schemes”**) and pursuant to the Companies Act, 2013, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as applicable and amended from time to time, such that the exercise price for all outstanding stock options (vested but not exercised as well as unvested stock options), the number thereof and the number of stock options available for future grant(s) as on the Record Date shall be proportionately adjusted in accordance with the respective Schemes.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as it may, in its absolute discretion deem necessary, expedient, usual or proper for the purpose of giving effect to this resolution and in relation to or in connection with or for the matters consequential to the sub-division of equity shares including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division of equity shares for issue, credit and listing of the Sub-divided Shares, to appoint legal representatives, advocates, attorneys, to execute and file all the relevant applications, papers, documents, undertakings and other declarations with the Registrar & Share Transfer Agents, Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities and entities in due compliance of the applicable rules and regulations, to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the sub-division of equity shares in accordance with the statutory requirements as well as to delegate all or any of its powers herein conferred to

any other Officer(s) / Authorised Representative(s) of the Company & to give such directions as may be necessary or desirable, and to settle any questions, doubts or difficulties that may arise in this respect without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**2. To consider and approve increase in authorised share capital of the Company and consequential alteration of the Memorandum of Association of the Company**

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

**“RESOLVED THAT** pursuant to:

1. the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force)  **(“Companies Act, 2013”)**,
2. enabling provisions of the Memorandum of Association and the Articles of Association of the Company, and
3. such other laws, rules, regulations, notifications, guidelines etc. applicable in this regard, from time to time, and subject to such approval(s) / consent(s) / permission(s) / sanction(s), as may be required, from the appropriate regulatory authorities / institutions / bodies including but not limited to the stock exchanges, Securities and Exchange Board of India and / or the Reserve Bank of India and subject to such terms and conditions as may be prescribed while granting such approval(s) / consent(s) / permission(s) / sanction(s) and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as **“Board”**, which expression shall deem to include a Committee of Directors authorized by the Board from time to time to exercise the powers conferred on the Board of Directors vide this resolution and / or such other persons who may be authorized in this regard by the Board of Directors or such Committee), the approval of the Members of the Company be and is hereby granted for increase in the authorised share capital of the Company from Rs. 26,53,00,000/- (Rupees twenty six crore fifty three lakh only) to Rs. 50,00,00,000/- (Rupees fifty crore only) divided into 50,00,00,000 (fifty crore) equity shares of face value Re. 1/- (Rupee one only) each, as adjusted for sub-division of equity shares bearing face value of Re. 1/- (Rupee one only) each, AND THAT the existing sub-clause (a) of Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following new sub-clause:

*“V. (a) The Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Rupees fifty crore only) divided into 50,00,00,000 (fifty crore) equity shares of face value Re. 1/- (Rupee one only) each, with rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being, with power to increase or reduce the Capital of the Company or to divide the shares of the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.”*

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as it may, in its absolute discretion deem necessary, expedient, usual or proper for the purpose of giving effect to this resolution and in relation to or in connection with or for the matters consequential to the aforesaid alteration of the Memorandum of Association of the Company, to appoint legal representatives, advocates, attorneys, to execute and file all the relevant applications, papers, documents, undertakings and other declarations with the Registrar & Share Transfer Agents, Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities and entities in due compliance of the applicable rules and regulations, to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the aforesaid alteration of the Memorandum of Association of the Company in accordance with the statutory requirements as well as to delegate all or any of its powers herein conferred to any other Officer(s) / Authorised Representative(s) of the Company & to give such directions as may

be necessary or desirable, and to settle any questions, doubts or difficulties that may arise in this respect without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

### 3. To consider and approve issue of bonus equity shares of the Company

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

**“RESOLVED THAT** pursuant to:

1. the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (**“Companies Act, 2013”**),
  2. applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended,
  3. applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“Listing Regulations, 2015”**),
  4. applicable provisions of Foreign Exchange Management Act, 1999, read with rules, directions and notifications issued thereunder, as amended,
  5. enabling provisions of the Memorandum of Association and the Articles of Association of the Company, and
  6. such other laws, rules, regulations, notifications, guidelines etc. applicable in this regard, from time to time,
- and subject to such approval(s) / consent(s) / permission(s) / sanction(s), as may be required, from the appropriate regulatory authorities / institutions / bodies including but not limited to the stock exchanges, Securities and Exchange Board of India and / or the Reserve Bank of India and subject to such terms and conditions as may be prescribed while granting such approval(s) / consent(s) / permission(s) / sanction(s) and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as **“Board”**, which expression shall deem to include a Committee of Directors authorized by the Board from time to time to exercise the powers conferred on the Board of Directors vide this resolution and / or such other persons who may be authorized in this regard by the Board of Directors or such Committee), the approval of the Members of the Company be and is hereby accorded to the Board for capitalisation of a sum not exceeding Rs. 20,00,00,000/- (Rupees twenty crores only) or such other amount as may be considered necessary by the Board, from and out of the securities premium account of the Company, for the purpose of issuance, allotment and credit of fully paid-up bonus equity shares of face value Re. 1/- (Rupee one only) each (**“Bonus Shares”**) to the eligible Members of the Company holding fully paid up equity shares of the Company whose names appear in the Register of Members as on such date as may be fixed by the Board for this purpose (**“Record Date”**), in the proportion of 1 (One) Bonus Share for every 1 (One) equity share of face value Re. 1/- (Rupee one only) each (i.e. as adjusted for sub-division of the equity shares of the Company), AND THAT the Bonus Shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up equity share capital of the Company held by each such Member.

**RESOLVED FURTHER THAT** the Bonus Shares so allotted shall be subject to the terms and conditions contained in the Memorandum of Association and the Articles of Association of the Company and shall rank *pari passu* in all respects with each other and carry the same rights as to the existing fully paid-up equity shares of the Company as on the Record date.

**RESOLVED FURTHER THAT** upon allotment of the Bonus Shares as aforesaid and with effect from the Record Date:

- I. for the equity shares that are held in physical form, the Company shall issue and/or credit the Bonus Shares proportionately in accordance with the applicable laws; and
- II. for the equity shares held in dematerialized form, the Bonus Shares shall be credited proportionately into the respective beneficiary demat accounts of the Members held with their respective depository participants.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to make appropriate adjustments due to issue of Bonus Shares, to the stock options which have been granted under IIFL Wealth Employee Stock Option Scheme – 2015, IIFLW

ESOP – 2019, IIFL Wealth ESOP Scheme – Under Composite Scheme of Arrangement, IIFLW ESOP - 2021 and IIFL Wealth Employee Stock Option Scheme 2022 (collectively referred to as “Schemes”) and pursuant to the Companies Act, 2013, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as applicable and amended from time to time, such that the exercise price for all outstanding stock options (vested but not exercised as well as unvested stock options), the number thereof and the number of stock options available for future grant(s) as on the Record Date shall be proportionately adjusted in accordance with the respective Schemes.

**RESOLVED FURTHER THAT** the issue and allotment of the Bonus Shares to the extent that they relate to Non-Resident Indians, Foreign Institutional Investors and other Foreign Investors, shall be subject to the approval of Reserve Bank of India or any other regulatory authority(ies), as may be required.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of Bonus Shares on the stock exchanges where the equity shares of the Company are presently listed as per the provisions of the Listing Regulations, 2015 and other applicable regulations, rules and guidelines.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as it may, in its absolute discretion deem necessary, expedient, usual or proper for the purpose of giving effect to this resolution and in relation to or in connection with or for the matters consequential to the issuance, allotment, credit and listing of Bonus Shares including to fix and announce the Record Date, to make appropriate adjustments on account of allotment of Bonus Shares, for issue, credit and listing of the Bonus Shares, to appoint legal representatives, advocates, attorneys, to execute and file all the relevant applications, papers, documents, undertakings and other declarations with the Registrar & Share Transfer Agents, Registrar of Companies, Stock Exchanges, Depositories, Reserve Bank of India and other appropriate authorities and entities in due compliance of the applicable rules and regulations, to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the issuance, allotment, credit and listing of the Bonus Shares in accordance with the statutory requirements as well as to delegate all or any of its powers herein conferred to any other Officer(s) / Authorised Representative(s) of the Company & to give such directions as may be necessary or desirable, and to settle any questions, doubts or difficulties that may arise in this respect without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**Registered Office:**

IIFL Centre, Kamala City, Senapati Bapat Marg,  
Lower Parel, Mumbai - 400 013  
Tel: (+91-22) 4876 5600, Fax: (+91-22) 4646 4706  
E-mail: secretarial@iiflw.com  
Website: www.360.one  
Date: January 23, 2023  
Place: Mumbai

**By order of the Board of Directors  
For 360 ONE WAM LIMITED  
(Formerly known as IIFL Wealth Management Limited)**

**Rohit Bhave  
Company Secretary  
ACS – 21409**

**IMPORTANT NOTES:**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 11/2022 dated December 28, 2022 and all the other applicable circulars issued in this regard (“MCA Circulars”), has allowed companies to conduct extraordinary general meetings through Video Conference (“VC”) / Other Audio-Visual Means (“OAVM”), without the physical presence of Members at a common venue. Further, Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and all the other applicable circulars issued in this regard (“SEBI Circulars” and collectively with MCA Circulars “MCA and SEBI Circulars”), has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations, 2015”) due to COVID-19 pandemic. Accordingly, the EGM of the Company is being convened through VC / OAVM in compliance with the applicable provisions of the Companies Act, 2013 read with rules framed thereunder (“Companies Act, 2013”) and applicable provisions of the Listing Regulations, 2015 and MCA and SEBI Circulars.

Members of the Company are encouraged to attend and vote at the EGM through VC / OAVM. Members are requested to refer “Annexure A” containing key details regarding the EGM for ease of reference.

2. A statement pursuant to Section 102 of the Companies Act, 2013 (“Explanatory Statement”) read with Listing Regulations, 2015, setting out material facts relating to the special business(es) to be transacted at the EGM, under Agenda Item Nos. 1 to 3 are annexed hereto and forms part of this Notice.
3. The business(es) set out in the Notice will be transacted through electronic voting system and the Company is providing facility of voting by electronic means (“e-voting”). For this purpose, necessary arrangements have been made by the Company with Central Depository Services (India) Limited (“CDSL”) to facilitate electronic voting from a place other than the venue of the EGM viz. remote e-voting and e-voting during EGM in compliance with Section 108 of the Companies Act, 2013, read with Regulation 44 of Listing Regulations, 2015 and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020. In terms of provisions of Section 107 of the Companies Act, 2013, the resolution(s) as set out in the Notice are being proposed to be carried through e-voting and therefore the said resolution(s) will not be decided on a show of hands at the EGM. In terms of the applicable MCA and SEBI Circulars, the Board recommends the resolution(s) at Agenda Item Nos. 1 to 3 for approval of the Members.
4. Pursuant to Section 113 of the Companies Act, 2013, the corporate members may appoint representatives for the purpose of voting through remote e-voting or for participation and e-voting in the EGM. Corporate members intending to attend the EGM 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 the Scrutinizer by e-mail through its registered e-mail ID address to [nilesh@ngshah.com](mailto:nilesh@ngshah.com) with a copy marked to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) and [secretarial@iiflw.com](mailto:secretarial@iiflw.com).
5. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PURSUANT TO THE AFORESAID MCA AND SEBI CIRCULARS AND OTHER APPLICABLE LAWS, SINCE THE EGM WILL BE HELD THROUGH VC / OAVM AND THE PHYSICAL ATTENDANCE OF MEMBERS IN ANY CASE IS DISPENSED WITH, THE PROXY FORM, ROUTE MAP AND ATTENDANCE SLIP ARE NOT ATTACHED TO THIS NOTICE AND THE EGM WILL BE DEEMED, TO BE CONDUCTED AT THE REGISTERED OFFICE OF THE COMPANY.**



6. In compliance with the aforesaid MCA Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Members may note that the Notice will also be available on website of the Company at [www.360.one](http://www.360.one), website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com). The physical copies of the Notice shall be sent to those members who request for the same.

Notice is sent to those Members who hold shares as on the cut-off date i.e. Friday, January 13, 2023. In case a person has become a Member of the Company after the aforementioned cut-off date but on or before the cut-off date for e-voting, he / she may cast vote using remote e-voting or e-voting during the EGM in accordance with the 'Instructions for remote e-voting, joining EGM through VC / OAVM and e-voting during the EGM' section which forms part of this Notice and may contact the Company at [secretarial@iiflw.com](mailto:secretarial@iiflw.com) in case of any queries.

We encourage the Members to support our commitment to environmental protection by choosing to receive the Company communication through e-mail. Accordingly, the Members are requested to register / update their e-mail ids in the following manner:

- a) Members holding shares in dematerialized form, who have not registered / updated their e-mail addresses are requested to register / update their e-mail addresses with their respective Depository Participants ("DPs"); and
  - b) Members holding shares in physical form are requested to register / update their e-mail addresses with Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company ("RTA") by writing an e-mail at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
7. Only the Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Relevant documents referred to in this Notice and Explanatory Statement shall be available for inspection without any fee by the Members of the Company, on all working days between 2:00 p.m. (IST) to 5:00 p.m. (IST) at the registered office of the Company, from the date of circulation of the Notice upto the date of the EGM. The said documents would also be available for inspection through electronic mode on all working days. Members seeking to inspect the same can send an e-mail to the Company at [secretarial@iiflw.com](mailto:secretarial@iiflw.com).
9. Members are requested to intimate changes, if any, in their name, postal address, e-mail address, telephone / mobile numbers, bank account details, Permanent Account Number ("**PAN**"), nominations, power of attorney, to their DPs in case the shares are held by them in dematerialized form and to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company, in case the shares are held by them in physical form.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021, read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021, has made it mandatory for holders of physical securities to furnish PAN, KYC and nomination details to avail any investor service. Folios wherein any one of the above mentioned details are not registered by April 1, 2023, shall be frozen. The concerned shareholders are therefore urged to furnish PAN, KYC and nomination details by submitting the duly filled forms, as available on the website of the Company and Registrar and Share Transfer Agent, by e-mail from their registered e-mail id to [kyc@linkintime.co.in](mailto:kyc@linkintime.co.in) or by sending a physical copy of the prescribed forms duly filled and signed by the registered holders to Link Intime India Private Limited at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 or by uploading the documents on [www.linkintime.co.in](http://www.linkintime.co.in).

The Company has disclosed the statement(s) containing the names, last known addresses of those Members whose dividend is unclaimed / unpaid, on the Company's website at [www.360.one](http://www.360.one). Members wishing to claim such unclaimed / unpaid dividends are requested to contact Link Intime India Private Limited at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or the Company at [secretarial@iiflw.com](mailto:secretarial@iiflw.com).

- 10.** Regulation 40 of Listing Regulations, 2015, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division / consolidation of share certificates, etc. In view of this, Members holding shares in physical form are requested to submit duly filled Form ISR-4 for the above mentioned service requests and are also requested to consider converting their holdings to demat mode. Members can contact the Company or Registrar and Share Transfer Agent, for assistance in this regard.
- 11.** Members are requested to address all correspondence, including for transfer / transmission of shares, dividend related matters to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company by writing an e-mail at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). Further, the Company too has designated an exclusive email id i.e. [secretarial@iiflw.com](mailto:secretarial@iiflw.com) to redress the Members' queries, complaints or grievances.
- 12.** As the EGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the EGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, e-mail id, mobile number at [secretarial@iiflw.com](mailto:secretarial@iiflw.com) on or before 3:00 p.m. (IST) of Monday, February 13, 2023. The same will be replied by the Company suitably. If any Members wish to express their views or ask questions at the EGM, they may register themselves as a speaker by sending the request along with their queries in advance mentioning their name, demat account number / folio number, e-mail id and mobile number at [secretarial@iiflw.com](mailto:secretarial@iiflw.com). Only those speaker registration requests received till 3:00 p.m. (IST) on Monday, February 13, 2023, will be considered and responded to during the EGM. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EGM. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the EGM.
- 13. Voting Instructions**

The Company has engaged the services of CDSL to provide e-voting facility. The voting rights of a Member shall be reckoned on the paid-up value of shares registered in the name of the Member / beneficial owner (in case of shareholding in dematerialised form) as on the cut-off date, i.e. Wednesday, February 8, 2023. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Wednesday, February 8, 2023, only shall be entitled to avail the facility of e-voting / e-voting during the EGM. The Members are requested to note that once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently or cast the vote again. The Members who have cast their vote(s) by remote e-voting prior to the Meeting may also attend / participate in the Meeting through VC / OAVM but shall not be entitled to cast their vote again. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM. The manner of remote e-voting and e-voting during EGM by members is provided in the 'Instructions for remote e-voting, joining EGM through VC / OAVM and e-voting during the EGM' section which forms part of this Notice.

The remote e-voting facility will be available during the following period:

**Commencement of e-voting:** From 9:00 a.m. (IST) on Saturday, February 11, 2023

**End of e-voting:** Up to 5:00 p.m. (IST) on Tuesday, February 14, 2023

The remote e-voting will not be allowed before or beyond the aforesaid date and time and the remote e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.

#### 14. Voting Results

- I. The Company has appointed Mr. Nilesh Shah or failing him Ms. Hetal Shah or failing her Mr. Mahesh Darji, from Nilesh Shah & Associates, Company Secretaries, as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- II. The Scrutinizer, after scrutinizing the votes cast through remote e-voting and e-voting during EGM, will, in accordance with the applicable laws, prepare a consolidated scrutinizer's report. The results of the voting along with the consolidated scrutinizer's report shall be available on the website of the Company viz. [secretarial@iiflw.com](mailto:secretarial@iiflw.com) and website of CDSL viz. [www.cdslindia.com](http://www.cdslindia.com). The same shall simultaneously be communicated to the stock exchanges where the securities of the Company are listed viz. BSE Limited and National Stock Exchange of India Limited.
- III. Subject to receipt of requisite number of votes, the resolution(s) forming part of this Notice ("**Resolution(s)**") shall be deemed to be passed on the date of the EGM, i.e. Wednesday, February 15, 2023.

#### 15. Instructions for remote e-voting, joining EGM through VC/OAVM and e-voting during the EGM

##### a) Access through Depositories i.e. CDSL / NSDL e-Voting system in case of individual shareholders holding shares in demat mode:

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility. Pursuant to aforesaid SEBI Circular, Login method for e-voting and joining EGM through VC / OAVM for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login, the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by companies. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining EGM through VC / OAVM &amp; e-voting during the EGM. Additionally, there is link provided to access the system of all e-voting service providers i.e. CDSL / NSDL / KARVY / LINK INTIME, so that the user can visit the e-voting service providers' ("<b>ESPs</b>") website directly.</li> </ol>

	<p>3) If the user is not registered for Easi / Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a>.</p> <p>4) Alternatively, the user can directly access e-voting page by providing demat account number and PAN from an e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered mobile &amp; e-mail as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all ESPs.</p>
<p>Individual Shareholders holding securities in demat mode with National Securities Depository Limited (“NSDL”)</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. The user will have to enter its User ID and Password. After successful authentication, user will be able to see e-voting services. After clicking on “Access to e-Voting” under e-voting services, user will be able to see e-voting page. Click on company name or ESPs name and user will be re-directed to ESPs website for casting its vote during the remote e-voting period or joining EGM through VC / OAVM &amp; e-voting during the EGM.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>3) Alternatively, the user can visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. The user will have to enter its User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, the user will be redirected to NSDL Depository site wherein user can see e-voting page. Click on company name or ESPs name and the user will be redirected to ESPs website for casting the vote during the remote e-voting period or joining EGM through VC / OAVM &amp; e-voting during the EGM.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their DPs</p>	<p>The user can also login using the login credentials of its demat account through its DPs registered with NSDL / CDSL for e-voting facility. After successful login, user will be able to see e-voting option. Once the user clicks on e-voting option, they will be redirected to respective websites of NSDL or CDSL, as the case may be, upon successful authentication, wherein the user can see e-voting feature. Click on company name or ESPs name and the user will be redirected to ESPs website for casting their vote during the remote e-voting period or joining EGM through VC / OAVM &amp; e-voting during the EGM.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned websites.

**Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

**b) Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode:**

- (i) Login method for e-voting and joining EGM through VC / OAVM for shareholders holding shares in physical mode and shareholders other than individual holding in demat form
- 1) The shareholder should log on to the e-voting website i.e. www.evotingindia.com.
  - 2) Click on “Shareholders” module.
  - 3) Now enter the User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in physical mode should enter folio number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If shareholder is holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then the existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

<b>For shareholders holding shares in physical mode and other than individual shareholders holding shares in demat</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as shareholders holding shares in physical mode) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company / DPs are requested to use the sequence number sent by Company / RTA or contact Company / RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank Details field.</li> </ul>

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical mode will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other

company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (iv) For shareholders holding shares in physical mode, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which the user chooses to vote.
- (vi) On the voting page, user will see “RESOLUTION DESCRIPTION” and against the same the option “YES / NO” for voting. Select the option YES or NO as desired. The option YES implies that user assent to the resolution and option NO implies that user dissent to the resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if user wishes to view the entire resolution details.
- (viii) After selecting the resolution, user has decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If user wishes to confirm the vote, click on “OK”, else to change the vote, click on “CANCEL” and accordingly modify the vote.
- (ix) Once user “CONFIRM” the vote on the resolution, user will not be allowed to modify the vote.
- (x) User can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.
- (xi) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on ‘Forgot Password’ & enter the details as prompted by the system.

There is also an optional provision to upload BR / POA if any uploaded, which will be made available to scrutinizer for verification.

**c) Additional Facility for Non – Individual Shareholders and Custodians – For Remote E-Voting Only**

- i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- iii. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- iv. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- v. It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- vi. Alternatively, Non Individual shareholders are required to send the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [secretarial@iiflw.com](mailto:secretarial@iiflw.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**d) Instructions for remote e-voting, joining EGM through VC / OAVM and e-voting during the EGM for those Members whose email IDs are not registered with the Depositories / Company**

Members are requested to refer to the login method explained at ‘Instructions for remote e-voting, joining EGM through VC / OAVM and e-voting during the EGM’ section which forms part of this Notice and may contact the Company at [secretarial@iiflw.com](mailto:secretarial@iiflw.com) in case of any queries.

**e) Additional Instructions for Members for joining the EGM through VC / OAVM and e-voting during the EGM**

- i. The procedure for e-voting at the EGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those Members, attending the EGM through VC / OAVM facility and have not cast their vote on the Resolution(s) through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the EGM.
- iii. If any votes are cast by the Members through the e-voting available during the EGM and if the same Members have not participated in the EGM through VC / OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the Meeting is available only to the Members attending the Meeting.

**f) Instructions for Members attending the EGM through VC / OAVM**

1. The link for VC / OAVM to attend EGM will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
2. The facility for joining the meeting shall open 15 minutes before and remain open 15 minutes after the scheduled time of the commencement of the EGM. The Members can join the EGM through VC / OAVM mode by following the procedure mentioned in this Notice. The facility of participation at the EGM through VC / OAVM will be made available to atleast 1000 Members on first come first served basis. However, the large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizer are allowed to attend the meeting without restriction on account of first come first served basis.
3. Members are encouraged to join the Meeting through Laptops / iPads for better experience.
4. Further, Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the EGM.
5. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio / video loss due to fluctuation in their respective network.
6. It is therefore recommended to use stable wi-fi or LAN connection to mitigate any kind of glitches.
7. Members who need technical assistance before or during the EGM can send an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact on toll free number on 1800 22 55 33.

**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 3<sup>RD</sup> EXTRAORDINARY GENERAL MEETING FOR THE FINANCIAL YEAR 2022-23 (“EXPLANATORY STATEMENT”)**

The following statement sets out all the material facts relating to Item No. 1, 2 and 3 mentioned in the accompanying Notice.

The equity shares of the Company are listed and traded on BSE Limited and National Stock Exchange of India Limited. The Company’s performance and faith of the investors has led to increase in the market price of its equity shares since its listing on September 19, 2019.

In order to encourage the participation of retail investors and enhance the liquidity in the capital market through widening the investor base and to make the equity shares of the Company more affordable for small investors, the Board at its meeting held on January 19, 2023, subject to approval of the Members of the Company, approved and recommended:

- sub-division of 1 (one) equity share of face value Rs. 2/- (Rupees two only) each, into 2 (two) equity shares of face value Re. 1/- (Rupees one only) each (**“Sub-divided Shares”**) and consequential alterations of the Articles of Association and the Memorandum of Association of the Company, pursuant to the provisions of Section 13, 14 and 61(1)(d) of the Companies Act, 2013 and the rules made thereunder (**“Companies Act, 2013”**) and other applicable provisions;
- increase in the authorised share capital of the Company and consequential alteration of the Clause V(a) of the Memorandum of Association of the Company, pursuant to the provisions of Section 13 and 61 of the Companies Act, 2013 and other applicable provisions; and
- issue fully paid-up bonus equity shares (**“Bonus Shares”**) to the Members of the Company in the proportion of 1 (one) Bonus Share for every 1 (one) existing equity share each, at a face value as shall be adjusted post sub-division of the equity shares of the Company, by capitalisation of a sum not exceeding Rs. 20,00,00,000/- (Rupees twenty crores only) or such other amount as may be considered necessary by the Board, from and out of the securities premium account of the Company, pursuant to the provisions of Section 63 of the Companies Act, 2013 and other applicable provisions.

The issue of Sub-divided Shares and Bonus Shares does not impact the shareholding of the existing Members and hence is not dilutive in nature.

As on the date of this Notice, the authorized share capital of the Company is Rs. 26,53,00,000/- (Rupees twenty six crores fifty three lakhs only) comprising of 13,26,50,000 (thirteen crores twenty six lakhs and fifty thousand) equity shares of Rs. 2/- (Rupee two only) each. In order to facilitate proposed sub-division of equity shares and issue of Bonus Shares and for any further requirements, it is proposed to increase the authorized share capital to Rs. 50,00,00,000/- (Rupees fifty crores only) comprising of 50,00,00,000 (fifty crores) equity shares of Re. 1/- (Rupee one only) each, as specified below:

Type of Capital	Existing (As on the date of issue of this Notice)			Proposed*		
	No. of equity shares	Face value	Total Share Capital (INR)	No. of equity shares	Face value	Total Share Capital (INR)
<b>Authorised Share Capital</b>	13,26,50,000 <sup>#</sup>	Rs. 2 each	26,53,00,000 <sup>#</sup>	50,00,00,000	Re. 1 each	50,00,00,000
<b>Issued, Subscribed and Paid-up Share Capital</b>	8,89,94,686	Rs. 2 each	17,79,89,372	35,59,78,744	Re. 1 each	35,59,78,744

\* The proposed issued, subscribed and paid-up share capital is subject to change on account of issue of equity shares upon exercise of employee stock options till the Record Date.

<sup>#</sup> The authorised share capital of the Company shall stand increased from Rs. 26,53,00,000/- to Rs. 26,68,00,000/- upon the Scheme of Amalgamation of IIFL Wealth Altire Limited, a wholly owned subsidiary of the Company, with and into the Company, coming into effect.



The Member who holds equity shares of the Company as on the Record Date shall be eligible for the issue and credit of Sub-divided Shares and Bonus Shares. The Record Date shall be fixed by the Board (including any Committee of Directors thereof) after the approval of the Members is obtained for proposals in Item No. 1, 2 and 3 of this Notice. Accordingly, any Member holding 1 (one) equity share of face value Rs. 2/- (Rupees two only) each, as on the Record Date, shall be entitled to receive 2 (two) Sub-divided Shares of face value Re. 1/- (Rupee one only) each and 2 (two) Bonus Shares of face value Re. 1/- (Rupee one only) each, which shall be issued and/or credited within the timeline stipulated under the applicable laws and after giving effect to the aforesaid corporate actions, such Member on a cumulative basis shall be holding 4 (four) equity shares of face value Re. 1/- (Rupee one only) each.

The Company has granted stock options to the employees under IIFL Wealth Employee Stock Option Scheme – 2015, IIFLW ESOP – 2019, IIFL Wealth ESOP Scheme – Under Composite Scheme of Arrangement, IIFLW ESOP - 2021 and IIFL Wealth Employee Stock Option Scheme 2022 (collectively referred to as “Schemes”). Consequent to the proposed sub-division of the equity shares and issue of bonus equity shares, appropriate adjustments would be made with respect to the exercise price for all outstanding stock options (vested but not exercised as well as unvested stock options), the number thereof effective as on the Record Date and the number of stock options available for future grant(s) under the Schemes, so that the total value of stock options remains the same after the sub-division of the equity shares and issue of bonus equity shares. These adjustments do not impact the shareholding of the existing Members and hence are not dilutive in nature.

Pursuant to proviso to Regulation 295 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the bonus issue shall be implemented within two months from the date of the meeting of Board of Directors wherein the decision to issue Bonus Shares was announced, subject to Members’ approval. Accordingly, the Company will take requisite steps to give effect to the aforesaid corporate actions on or before March 18, 2023.

The sub-division of equity shares proposed under Item No. 1 of this Notice shall also require consequential amendments:

- I. to the existing Clause V(a) of the Memorandum of Association of the Company as set out in Item No. 1 of this Notice, to reflect change in the face value of equity shares of the Company; and
- II. to the existing definition of ‘Equity Shares’ in the Articles of Association of the Company as set out in Item No. 1 of this Notice, to reflect change in the face value of equity shares of the Company.

Pursuant to the provisions of Section 13, 14 and 61 of the Companies Act, 2013 and other applicable provisions thereof, read with rules made thereunder, sub-division of equity shares of the Company and consequential alteration of the Memorandum of Association and alteration of the Articles of Association of the Company require approval of its members by way of a special resolution. In view of this, the proposed sub-division of equity shares of the Company and the consequential alterations of the Memorandum of Association and the Articles of Association of the Company as aforesaid, is proposed for the consideration of the Members of the Company and approval by way of a special resolution.

Pursuant to the provisions of Section 13 and 61 of the Companies Act, 2013 and other applicable provisions thereof, read with rules made thereunder, increase in the authorised share capital of the Company and consequential alteration of the Memorandum of Association of the Company require approval of its Members by way of an ordinary resolution. In view of this, the proposed alteration of the Memorandum of Association of the Company as aforesaid, is proposed for the consideration of the Members of the Company and approval by way of an ordinary resolution.

Pursuant to the provisions of Section 13, 14 and 63 of the Companies Act, 2013 and other applicable provisions thereof, read with rules made thereunder and in accordance with article 63 of the Articles of Association of the Company and applicable regulations of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, issue of bonus equity shares of the Company requires approval of its members by way of a special resolution. In view of this, the proposed issue of bonus equity shares of the Company as aforesaid, is proposed for the consideration of the Members of the Company and approval by way of a special resolution.

Accordingly, the consent of the Members is sought for passing of:

1. Special Resolution for sub-division of equity shares and consequential alteration of the Memorandum of Association and the Articles of Association of the Company as mentioned at Item No. 1;
2. Ordinary Resolution for increase in the authorised share capital and consequential alteration of the Memorandum of Association of the Company as mentioned at Item No. 2; and
3. Special Resolution for issue of bonus equity shares as mentioned at Item No. 3.

The Board recommends the resolutions set out at Item No. 1, 2 and 3 of the Notice for approval of the Members.

A copy of the proposed altered Memorandum of Association and altered Articles of Association of the Company will be made available for inspection to a Member upon request in the manner as specified in Note No. 8 of this Notice.

None of the Directors or Key Managerial Personnel and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the passing of the resolution set out at Item No. 1, 2 and 3 of the Notice, except to the extent of their shareholding and outstanding stock options granted under the Schemes, if any, in the Company.

**Registered Office:**

IIFL Centre, Kamala City, Senapati Bapat Marg,  
Lower Parel, Mumbai – 400 013  
Tel: (+91-22) 4876 5600, Fax: (+91-22) 4646 4706  
E-mail: secretarial@iiflw.com  
Website: www.360.one  
Date: January 23, 2023  
Place: Mumbai

**By order of the Board of Directors  
For 360 ONE WAM LIMITED  
(Formerly known as IIFL Wealth Management Limited)**

**Rohit Bhave  
Company Secretary  
ACS – 21409**

## ANNEXURE A TO THE NOTICE

For ease of participation by the Members, below are the key details regarding the EGM scheduled on Wednesday, February 15, 2023, at 11:30 a.m. (IST) for reference:

S. N.	Particulars	Details
1	Link for participation through VC / OAVM	<a href="http://www.evotingindia.com">www.evotingindia.com</a>
2	E-mail ID for posting queries of EGM and speaker registration and period of registration	<a href="mailto:secretarial@iiflw.com">secretarial@iiflw.com</a>  Period of speaker registration: On or before 3:00 p.m. (IST) on Monday, February 13, 2023
3	Link for remote e-voting	<a href="http://www.evotingindia.com">www.evotingindia.com</a>
4	Username and password for VC	Members may attend the EGM through VC / OAVM by accessing the link <a href="http://www.evotingindia.com">www.evotingindia.com</a> by using the remote e-voting credentials. Please refer the instructions provided in this Notice.
5	Helpline number for VC participation and e-voting	In case of queries / grievances relating to VC participation and e-voting, Members may refer to the Frequently Asked Questions (FAQs) and e-voting manual for members at the HELP Section at the website of the CDSL i.e. <a href="http://www.evotingindia.com">www.evotingindia.com</a> or write an email to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call on toll free no: 1800 22 5533 or contact Mr. Rakesh Dalvi, Sr. Manager, CDSL at A Wing, 25 <sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or may e-mail to the Company at <a href="mailto:secretarial@iiflw.com">secretarial@iiflw.com</a> .
6	Cut-off date for dispatch of the Notice	Friday, January 13, 2023
7	Cut-off date for e-voting	Wednesday, February 8, 2023
8	Time period for remote e-voting	Commences on Saturday, February 11, 2023 (9:00 a.m. IST) and ends on Tuesday, February 14, 2023 (5:00 p.m. IST)
9	Registrar and Transfer Agent – Contact details	Link Intime India Private Limited C 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai – 400 083 E-mail: <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>
10	360 ONE WAM LIMITED – Contact details	Mr. Rohit Bhave Company Secretary IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013 Tel: (+91-22) 4876 5600, Fax: (+91-22) 4646 4706 E-mail: <a href="mailto:secretarial@iiflw.com">secretarial@iiflw.com</a>