

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 2ND EXTRAORDINARY GENERAL MEETING FOR THE FINANCIAL YEAR 2022-23

NOTICE is hereby given that the 2nd Extraordinary General Meeting for the financial year 2022-23 (“**EGM**”) of the Members of IIFL Wealth Management Limited (the “**Company**”) will be held on Thursday, December 29, 2022, at 4:00 p.m. (IST) through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”) to transact the following businesses:

SPECIAL BUSINESS:

1. To consider and approve the change of name 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 (a) Section 4, 5, 13, 14 and 15 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, (b) Regulation 45 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (c) all other acts, rules, regulations, circulars, notifications and guidelines as may be applicable to the Company in this regard and subject to the approval from the statutory authority(ies) as may be applicable, approval of the members be and is hereby accorded to change the name of the Company from ‘**IIFL Wealth Management Limited**’ to ‘**360 ONE WAM Limited**’.

RESOLVED FURTHER THAT upon the issuance of the ‘Certificate of Incorporation pursuant to change of name’ by the Registrar of Companies, the name ‘**360 ONE WAM Limited**’ be substituted for ‘**IIFL Wealth Management Limited**’ wherever it appears in the Memorandum of Association and Articles of Association of the Company and Clause I of the Memorandum of Association of the Company be altered as under:

I. The name of the Company is 360 ONE WAM Limited.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as it may at its absolute discretion deem necessary to give effect to this resolution without being required to seek any further consent or approval of the members and to execute all such deeds, documents, instruments and writings as may be required and to make all such filings as may be necessary, with powers on behalf of the Company to delegate and to settle all such questions, difficulties or doubts whatsoever which may arise and to give such directions and/or instructions as may be necessary or expedient in this regard.”

2. To consider and approve appointment of Mr. Rishi Mandawat as a Non-Executive Director of the Company

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

“RESOLVED THAT pursuant to Section 149, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable rules thereunder, Regulation 17 and other applicable provisions, if any, of the Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Rishi Mandawat (DIN: 07639602), who was appointed as an Additional Director of the Company by the Board of Directors of the Company with effect from November 23, 2022 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director (Non-Executive and Non-Independent) of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as it may at its absolute discretion deem necessary to give effect to this resolution without being required to seek any further consent or approval of the members and to execute all such deeds, documents, instruments and writings as may be required and to make all such filings as may be necessary, with powers on behalf of the Company to delegate and to settle all such questions, difficulties or doubts whatsoever which may arise and to give such directions and/or instructions as may be necessary or expedient in this regard.”

3. To consider and approve appointment of Mr. Pavninder Singh as a Non-Executive Director of the Company

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

“**RESOLVED THAT** pursuant to Section 149, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable rules thereunder, Regulation 17 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Pavninder Singh (DIN: 03048302), who was appointed as an Additional Director of the Company by the Board of Directors of the Company with effect from November 23, 2022 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director (Non-Executive and Non-Independent) of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as it may at its absolute discretion deem necessary to give effect to this resolution without being required to seek any further consent or approval of the members and to execute all such deeds, documents, instruments and writings as may be required and to make all such filings as may be necessary, with powers on behalf of the Company to delegate and to settle all such questions, difficulties or doubts whatsoever which may arise and to give such directions and/or instructions as may be necessary or expedient in this regard.”

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: December 7, 2022
Place: Mumbai

**By Order of the Board of Directors
For IIFL Wealth Management Limited**

**Rohit Bhasse
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. 3/2022 dated May 5, 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/CMD2/CIR/P/2022/62 dated May 13, 2022 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 (“Act”) read with rules framed thereunder 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 participation.

2. A statement pursuant to Section 102 of the Act (“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 Act read with applicable rules, 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 Act, 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 Act, 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 with a copy marked to rnt.helpdesk@linkintime.co.in and 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 AT IIFL CENTRE, KAMALA CITY, SENAPATI BAPAT MARG, LOWER PAREL (WEST), MUMBAI - 400013.**

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 <https://www.iiflwealth.com/Investor-Relations>, website of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of CDSL at 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, November 25, 2022. 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 in case of any queries.

We encourage Members to support our commitment to environmental protection by choosing to receive the Company communication through e-mail. Accordingly, 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.
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 Act.
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.
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 or by sending a physical copy of the prescribed forms duly filled and signed by the registered holders to M/s. 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.

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 <https://www.iiflwealth.com/Investor-Relations>. Members wishing to claim such unclaimed / unpaid dividends are requested to contact Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in or the Company at 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. Further, the Company too has designated an exclusive email id i.e. secretarial@iiflw.com to redress 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 on or before Monday, December 26, 2022. 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. Only those speaker registration requests received till 3:00 p.m. (IST) on Monday, December 26, 2022, 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. Thursday, December 22, 2022. A person who is not a Member as on the cut-off date should treat this Notice for information purposes 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. Thursday, December 22, 2022, 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 Sunday, December 25, 2022

End of e-voting: Up to 5:00 p.m. (IST) on Wednesday, December 28, 2022

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, Partners of 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 and website of CDSL viz. 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 the 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. Thursday, December 29, 2022.

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"> 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 https://web.cdslindia.com/myeasiness/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 company. 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 & 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 /

	<p>LINK INTIME, so that the user can visit the e-voting service providers' ("ESPs") website directly.</p> <p>3) If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration.</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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered mobile & 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: https://eservices.nsd.com 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 & e-voting during the EGM.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Alternatively, the user can visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 & 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 & 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 CDSL	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 NSDL	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 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:

For shareholders holding shares in physical mode and other than individual shareholders holding shares in demat	
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"> • 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.
Dividend Bank Details OR 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"> • 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.

- (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 have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If user wish 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 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.
- 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, 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 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 or contact on toll free number on 1800 22 55 33.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“ACT”) SETTING OUT MATERIAL FACTS IN RESPECT OF SPECIAL BUSINESS(ES) TO BE TRANSACTED AT THE 2ND 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 to 3 mentioned in the accompanying Notice.

Item No. 1 – To consider and approve the change of name of the Company

The Company has adopted the new brand namely ‘**360 ONE**’ and accordingly its sub-brands, for the Company and its subsidiaries (including wordmark(s), trademark(s) and logo(s)) (hereinafter referred to as “**New Brands**”). **360 ONE** is an embodiment of two words that are extremely important to us - ‘**360**’ represents the holistic view we take of the ‘**ONE**’ person whose interests are always first: Our Client. The alignment of interests with our clients, our employees and all our stakeholders has resulted in the Company emerging as the leader in the industry. In view of the adoption of the New Brands and in order to align the name of the Company with the New Brands, it is proposed to change the name of the Company from ‘**IIFL Wealth Management Limited**’ to ‘**360 ONE WAM Limited**’ and to make consequential alterations to the Memorandum of Association and Articles of Association of the Company.

The Company alongwith its subsidiaries is in the business of wealth and asset management. Also, the erstwhile brand of the Company was ‘IIFL Wealth & Asset Management’. Accordingly, the word ‘**WAM**’ being an acronym of ‘**W**ealth and **A**sset **M**anagement’ forms part of the proposed name.

The proposed name ‘360 ONE WAM Limited’ is made available to the Company by the Central Registration Centre, Registrar of Companies (“**ROC**”), vide its letter dated December 2, 2022 and the same is valid for a period of 60 days from December 2, 2022.

The proposed change in the name of the Company to ‘360 ONE WAM Limited’, will be effective upon receipt of the Certificate of Incorporation pursuant to change of name of the Company. Consequent upon change of name of the Company, the name ‘IIFL Wealth Management Limited’ appearing in Clause I of the Memorandum of Association of the Company and wherever appearing in the Articles of Association, Memorandum of Association, documents, letterhead, Invoices and other stationery(ies) of the Company will be substituted with the new name i.e. ‘360 ONE WAM Limited’.

Pursuant to the provisions of Section 13 and 14 of the Act and other applicable provisions thereof, read with rules made thereunder, alterations to the Memorandum of Association and Articles of Association of the Company including for change of name of a company requires approval of its members by way of a special resolution. In view of this, the proposed change of name of the Company to ‘360 ONE WAM Limited’ and the consequential alterations to Articles of Association and Memorandum 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 Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations, 2015**”), a listed entity is allowed to change its name subject to compliance with the following conditions:

- (a) a time period of at least one year has elapsed from the last name change;
- (b) at least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name; or
- (c) the amount invested in the new activity/project is atleast fifty percent of the assets of the listed entity.

Since the Company is proposing to change its name for the first time after the incorporation on January 17, 2008 and the proposed change in name is not pursuant to any change in business activity of the Company, the aforesaid conditions are not applicable to the Company. Accordingly, a certificate in this regard confirming compliance with Regulation 45(3) of Listing Regulations, 2015, procured from M/s. Sanjay Rane & Associates, practicing chartered accountant, forms part of

this Notice as “**Annexure B**”.

The Board at its meeting held on November 15, 2022, has considered the change of name of the Company and consequential alterations to the Memorandum of Association and Articles of Association of the Company and has approved the same subject to the approval of the members of the Company as set out at Item No. 1 of the Notice. A copy of the proposed altered Memorandum of Association and altered Articles of Association will be made available for inspection to a member upon request in the manner as specified in Note No. 8 of this Notice.

The Board recommends the special resolution set out at Item No. 1 of the Notice for approval of the members.

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 of the Notice, except to the extent of their shareholding, if any, in the Company.

Item No. 2 and 3 - To consider and approve appointment of Mr. Rishi Mandawat and Mr. Pavninder Singh as Non-Executive Directors of the Company

In accordance with the Articles of Association of the Company, BC Asia Investments X Limited (“**BC Asia**”), a member of the Company has a right to nominate upto three Directors on the Board of Directors of the Company. Accordingly, the Company had received nomination letter from BC Asia nominating Mr. Rishi Mandawat and Mr. Pavninder Singh as Non-Executive Directors of the Company. Upon the said nomination by BC Asia and pursuant to the Act and the Articles of Association of the Company, the Board of Directors of the Company at its meeting held on November 23, 2022, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of shareholders of the Company, approved the appointment of Mr. Rishi Mandawat (DIN: 07639602) and Mr. Pavninder Singh (DIN: 03048302), as Additional, Non-Executive, Non-Independent Directors of the Company, with effect from November 23, 2022.

As per the provisions of the Act and as Additional Directors, Mr. Rishi Mandawat and Mr. Pavninder Singh shall hold office upto the date of the ensuing annual general meeting and are eligible to be appointed as Directors of the Company. Further, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations, 2015**”), a listed entity shall ensure that the approval of shareholders for appointment of a person on the board of directors, is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, it is proposed to seek the approval of the shareholders of the Company by way of Ordinary Resolutions for appointment of Mr. Rishi Mandawat and Mr. Pavninder Singh as Non-Executive Directors on the Board of Directors of the Company, liable to retire by rotation as set out in Item No. 2 and 3 of the Notice.

Mr. Rishi Mandawat and Mr. Pavninder Singh are eligible to be appointed as the Non-Executive Directors. The Company has received a notice in writing from a member of the Company under Section 160 of the Act, proposing the candidatures of Mr. Rishi Mandawat and Mr. Pavninder Singh for the office of Directors of the Company. Mr. Rishi Mandawat and Mr. Pavninder Singh are (a) not disqualified from being appointed as Directors in terms of Section 164 of the Act, (b) not debarred from holding the office of director pursuant to order of SEBI or any such authority in terms of circular ref. no. LIST/ COMP/ 14/ 2018-19 of BSE Limited and circular ref. no. NSE/CML/2018/24, of National Stock Exchange of India Limited, dated June 20, 2018 and (c) have furnished their consents to act as the Directors of the Company alongwith necessary disclosures *inter alia* pursuant to the provisions of the Act and the Listing Regulations, 2015.

The relevant details relating to the appointment of Mr. Rishi Mandawat and Mr. Pavninder Singh as required under the Act, the Listing Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India, are provided in the “**Annexure C**” to this Notice.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Rishi Mandawat and Mr. Pavninder Singh as the Non-Executive Directors, in the interest of the Company and recommends the Ordinary Resolutions as set out in Item No. 2 and 3 of the Notice for approval of the Members.

Except Mr. Rishi Mandawat and Mr. Pavninder Singh and their respective 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 resolutions set out at Item No. 2 and 3 of the Notice.

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: December 7, 2022
Place: Mumbai

**By Order of the Board of Directors
For 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 Thursday, December 29, 2022, at 4:00 p.m. (IST) for reference:

S. N.	Particulars	Details
1	Link for participation through VC / OAVM	www.evotingindia.com
2	E-mail ID for posting queries of EGM and speaker registration and period of registration	secretarial@iiflw.com Period of speaker registration: On or before 3:00 p.m. (IST) on Monday, December 26, 2022
3	Link for remote e-voting	www.evotingindia.com
4	Username and password for VC	Members may attend the EGM through VC / OAVM by accessing the link www.evotingindia.com 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. www.evotingindia.com or write an email to helpdesk.evoting@cdslindia.com or call on toll free no: 1800 22 5533 or contact Mr. Rakesh Dalvi, Sr. Manager, CDSL at A Wing, 25 th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or may e-mail to the Company at secretarial@iiflw.com .
6	Cut-off date for dispatch of the Notice	Friday, November 25, 2022
7	Cut-off date for e-voting	Thursday, December 22, 2022
8	Time period for remote e-voting	Commences on Sunday, December 25, 2022 (9:00 a.m. IST) and ends on Wednesday, December 28, 2022 (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: rnt.helpdesk@linkintime.co.in
10	IIFL Wealth Management Limited – Contact details	Mr. Rohit Bhase 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: secretarial@iiflw.com

ANNEXURE B TO THE NOTICE

CERTIFICATE CONFIRMING COMPLIANCE WITH REGULATION 45(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

TO WHOMSOEVER IT MAY CONCERN

M/s. IIFL Wealth Management Limited (Corporate Identity Number: L74140MH2008PLC177884), is a Public Limited Company incorporated under the Companies Act, 1956 (“**the Act**”) and having its registered office at IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai – 400013 (hereinafter referred to as “**the Company**”).

The Company is listed on BSE Limited and the National Stock Exchange of India Limited.

We have received a request from the Company to verify and certify compliance with the relevant conditions for change in name of the listed entity as prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), as amended.

The Company proposes to change its name from its existing name i.e. ‘**IIFL Wealth Management Limited**’ to ‘**360 ONE WAM Limited**’ (herein after referred to as the “**New Name**”).

As per sub-regulation (1) of Regulation 45 of the SEBI LODR Regulations, the listed entity shall be allowed to change its name subject to compliance with the following conditions:

- a) a time period of at least one year has elapsed from the last name change;
- b) At least fifty per cent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name; or
- c) The amount invested in the new activity/project is at least fifty per cent of the assets of the listed entity:

Provided that if any listed entity has changed its activities which are not reflected in its name, it shall change its name in line with its activities within a period of six months from the change of activities in compliance of provisions as applicable to change of name prescribed under Companies Act, 2013.

Explanation: For the purpose of this regulation, -

- i. ‘assets’ of the listed entity means the sum of fixed assets, advances, works in Progress / Inventories, investments, trade receivables, cash & cash equivalents;
- ii. ‘advances’ shall include only those amounts extended to contractors and suppliers towards execution of project, specific to new activity as reflected in the new name.

Hence, in view of the above provisions and based on the information and explanations provided to us by the Company and to the best of our knowledge and belief which were necessary for this purpose, we certify the following:

1. There has been no change in the name of the Company since incorporation on 17th January, 2008. Thus, condition under clause (a) of the sub-regulation of Regulation 45 of SEBI LODR Regulations is not applicable to the Company.
2. The Company proposes to change its name in order to align it with the new brand adopted by the Company i.e. 360 ONE as stated by the Company in its press release titled ‘*Rebranding: IIFL Wealth & Asset Management is now 360 ONE*’ dated November 15, 2022 and submitted to the stock exchanges on the same date. The Company shall continue its existing business under the New Name and new brand and the New Name / new brand does not suggest

any change in business activity of the Company. Therefore, in our opinion the condition under clause (b) of the sub-regulation of Regulation 45 of SEBI LODR Regulations is complied, since the whole of the activities carried out by the Company under the new brand and the New Name are aligned with it.

3. Since the Company shall continue its existing business under the New Name and new brand and the New Name / new brand does not suggest any change in business activities of the Company, the condition under clause (c) of the sub-regulation of Regulation 45 of SEBI LODR Regulations is complied, since the whole of the activities carried out by the Company under the new brand and the New Name are aligned with it.

Accordingly, we hereby certify that the Company is in compliance with the applicable conditions specified under Regulation 45(1) of SEBI LODR Regulations.

**For Sanjay Rane & Associates
Chartered Accountant**

**CA. Abhijeet Deshmukh
Membership No.: 129145
Date: December 5, 2022
Place: Mumbai
UDIN: 22129145BEUYIJ7961**

ANNEXURE C TO THE NOTICE

DISCLOSURES RELATING TO THE DIRECTORS PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Name	Mr. Rishi Mandawat	Mr. Pavninder Singh
Concerned Item No.	Item No. 2 of the Notice	Item No. 3 of the Notice
DIN	07639602	03048302
Age	43 years	46 years
Nationality	Indian	Indian
Date of first appointment on the Board	November 23, 2022	November 23, 2022
Brief profile / resume	<p>Mr. Rishi Mandawat is a Nominee Director on the Board of the Company.</p> <p>Experience Mr. Mandawat joined Bain Capital Private Equity in 2008. He is a Managing Director in the Financial Services, Industrial Manufacturing & Logistics, Telecom & Media and a member of the Asian Pacific Private Equity team.</p> <p>Prior to joining Bain Capital Private Equity, Mr. Mandawat worked at McKinsey and Company in the Delhi office on a number of strategic and operational issues for clients in the electric power and energy, construction and retail and automotive sectors. Prior to joining McKinsey, he worked as a finance controller for two business units in ABB in India.</p>	<p>Mr. Pavninder Singh is a Nominee Director on the Board of the Company.</p> <p>Experience Mr. Singh joined Bain Capital Private Equity in 2001. He is a Managing Director in the Financial & Business Services and Industrial & Energy Verticals and a member of the Asia Pacific Private Equity team. Prior to that he was based in the New York Office as part of the North American Private Equity industrials team.</p> <p>Prior to joining Bain Capital Private Equity, Mr. Singh was the co-CEO of Medrishi.com, a healthcare services site. Prior to that, he was a consultant at Mercer Management Consulting where he consulted in the e-commerce, retail and energy industries.</p>
Shareholding in the Company (as on November 25, 2022)	Nil	Nil
Terms and conditions of appointment or re-appointment	Non-Executive Director liable to retire by rotation.	Non-Executive Director liable to retire by rotation.
Board meetings attended during the current financial year	Post appointment of Mr. Mandawat as a Director of the Company, no Board Meeting was held, hence he has not attended any Board Meeting of the Company.	Post appointment of Mr. Singh as a Director of the Company, no Board Meeting was held, hence he has not attended any Board Meeting of the Company.
Experience and expertise in specific functional area	Financial and Strategic	Financial and Strategic

Qualification(s)	Mr. Mandawat received his MBA from the Indian Institute of Management, Ahmedabad and his B.Com (Hons.) from Jodhpur University. Mr. Mandawat is also a Chartered Accountant from the Institute of Chartered Accountants of India.	Mr. Singh received an MBA from Harvard Business School where he was a Baker Scholar. He received a BA from Harvard College.
Last drawn remuneration and remuneration sought to be paid	No remuneration is paid or sought to be paid.	No remuneration is paid or sought to be paid.
Relationship with other Directors and Key Managerial Personnel	Mr. Rishi Mandawat is not related to any other Directors and Key Managerial Personnel of the Company.	Mr. Pavninder Singh is not related to any other Directors and Key Managerial Personnel of the Company.
Directorship in other companies	<ol style="list-style-type: none"> 1. J M Baxi Ports and Logistics Limited 2. L&T Finance Limited 3. BDC Datacentres (Bangalore) Private Limited 4. Opsmaint (India) Bridge DC Platform Private Limited 	<ol style="list-style-type: none"> 1. Brillio Holdings, Inc. 2. CitiusTech Healthcare Technology Pvt. Ltd. 3. J M Baxi Ports and Logistics Ltd. 4. L&T Finance Holdings Ltd. 5. QuEST Global Services Pte. Ltd. 6. Trans Maldivian Airways (Pvt) Ltd.
Chairman / Member in the committees of other companies *	Nil	Nil
Listed entities from which the concerned Director resigned in the past three years	Pursuant to the approval by NCLT Mumbai on March 15, 2021 and by NCLT Kolkata on March 19, 2021, of the scheme of amalgamation, through merger by absorption (collectively called as Scheme) L&T Housing Finance Limited (LTHF) and L&T Infrastructure Finance Company Limited (LTIF) merged into L&T Finance Limited (LTFL) w.e.f. April 12, 2021, pursuant to the approval of the board of directors of L&T Finance Limited (LTFL). As a consequence of the same, LTHF and LTIF merged with LTFL and ceased to exist. Accordingly, Mr. Rishi Mandawat ceased to be the director of LTHF and LTIF w.e.f. April 12, 2021. Both LTHF and LTIF had their debt securities listed on the stock exchange(s).	Not applicable

*Pursuant to Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two committees, viz. audit committee and stakeholders' relationship committees of the Indian companies are considered.