

360 ONE ASSET MANAGEMENT LIMITED

CIN: U74900MH2010PLC201113

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

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

E-mail: secretarial@360.one

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

NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING

The Notice ("**Notice**") is hereby given that Fifteenth Annual General Meeting ("**AGM**") of the Members of **360 ONE ASSET MANAGEMENT LIMITED** ("**Company**") will be held on a shorter notice on Friday, 25th July, 2025, at 10.30 AM (IST) at the Registered Office of the Company situated at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013, Maharashtra, India to transact the following business:

ORDINARY BUSINESS:

- 1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Board's and Auditors' Reports thereon and, in this regard, to consider and pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Board's and the Auditors' Reports thereon, be and are hereby considered and adopted."

- 2. To approve appointment of Statutory Auditors and fixing of their remuneration and, in this regard, to consider and pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration Number: 301003E/E300005), be and is hereby appointed as the Statutory Auditors of the Company for a period of five years from the conclusion of Fifteenth Annual General Meeting till the conclusion of Twentieth Annual General Meeting at a remuneration as may be mutually agreed to, between the Board of Directors and M/s. S.R. Batliboi & Co. LLP, plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them.

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RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this Resolution.”

3. **Appointment of a Director in place of Mr. Karan Bhagat (DIN: 03247753), who retires by rotation and being eligible, offers himself for re-appointment and, in this regard, to consider and pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with framed thereunder Mr. Karan Bhagat (DIN: 03247753), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

4. **Regularisation of appointment of Mr. Ravi Narayanan (DIN: 08528459) as Non-Executive, Independent Director 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("**the Act**") if any, read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made there under (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. Ravi Narayanan (DIN: 08528459), who was appointed as an Additional Director (in the capacity of a Non-Executive and Independent) of the Company with effect from December 20, 2024 by the Board of Directors of the Company and as recommended by the Nomination and Remuneration Committee and whose term of office expires at the ensuing Annual General Meeting ("**AGM**") and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act, be and is hereby appointed as the Non-Executive, Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from December 20, 2024 to December 19, 2029 (both days inclusive)”

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,

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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.”

**By Order of the Board
For 360 ONE ASSET MANAGEMENT LIMITED**

**Sd/-
Chinmay Joshi
Company Secretary
A-22935**

Dated: 24.07.2025
Place: Mumbai
Registered Office: 360 ONE Centre,
Kamala City, Senapati Bapat Marg,
Lower Parel, Mumbai – 400013

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NOTES:

1. The Statement pursuant to Section 102 of the Act (to the extent applicable), stating all material facts, disclosure of interest, if any and other relevant information and facts in respect of the business(es) is annexed hereto and forms part of this Notice.
2. A member entitled to attend and vote at the Annual General Meeting (the “**Meeting**”) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours (48 hours) before the commencement of the Meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. The Register of Directors and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the notice and explanatory statement, will be available for inspection by the members of the Company at Registered office of the Company during business hours 10:00 A.M. to 06:00 P.M. (except Saturday and Sunday) up to the date of Annual General Meeting and will also be available during the Annual General Meeting.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. Members/proxies attending the meeting are requested to bring their duly filled admission/attendance slips sent along with the notice of annual general meeting at the meeting.
7. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

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8. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
9. In terms of Section 152 of the Companies Act, 2013, Mr. Karan Bhagat (DIN: 03247753), Non-Executive Director, liable to retire by rotation at the Meeting and being eligible, offers himself for re-appointment. Mr. Ravi Narayanan is being regularised as a Director of the Company. Details pursuant to Section 102 of the Companies Act, 2013 read with rules framed thereunder and Secretarial Standards on General Meetings (“SS-2”), in respect of the Directors seeking appointment / re-appointment at the AGM and brief profiles of Mr. Karan Bhagat and Mr. Ravi Narayanan are enclosed herewith in **“Annexure A”**. The Board of Directors of the Company recommends re-appointment and appointments respectively.
10. A Route Map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting.

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

The following statement sets out all the material facts relating to Item Nos. 4 mentioned in the accompanying Notice.

Item No. 4 – Regularisation of appointment of Mr. Ravi Narayanan (DIN: 08528459) as Non-Executive, Independent Director of the Company:

The Board of Directors, on the recommendation of Nomination and Remuneration Committee (“NRC”) had appointed Mr. Ravi Narayanan (DIN: 08528459) as an Additional Director (Independent Director) of the Company with effect from December 20, 2024. In terms of Section 161 (1) of the Companies Act, 2013 read with Articles of Association of the Company, Mr. Ravi Narayanan holds the office as an Additional Director (Independent) up to the date of ensuing Annual General Meeting (“AGM”). Further, Board of Directors has recommended the appointment of Mr. Ravi Narayanan as an Independent Director for a term of five (5) consecutive years from the original date of appointment i.e. with effect from December 20, 2024 to December 19, 2029 (both days inclusive), for approval of the Members of the Company.

In the opinion of the Board, Mr. Ravi Narayanan fulfils the conditions specified in the Companies Act, 2013 (“the “Act”), rules made thereunder for appointment as an Independent Director of the Company and is independent of management of the Company.

Mr. Ravi Narayanan have confirmed his eligibility for appointment as an Independent Director of the Company and have given his consent to act as Independent Director. The Company has also received declaration from him confirming that he met the criteria of independence as provided in Section 149(6) of the Act, rules made thereunder. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013, not debarred from holding the office of director by virtue of any SEBI order or any other such authority and have successfully registered himself in the Independent Director’s data bank maintained by Indian Institute of Corporate Affairs.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member proposing candidatures of Mr. Ravi Narayanan to be appointed as Independent Director as per the provisions of the Act. In terms of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any of the Act and rules made thereunder, it is proposed that Mr. Ravi Narayanan be appointed as Independent Director for a term of five (5) consecutive years from the original date of their appointment i.e. with effect from December 20, 2024 to December 19, 2029 (both days inclusive).

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The requisite details and information pursuant to the Act and Secretarial Standards, as on the date of Notice, are provided in the “**Annexure A**” to this Notice. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of his appointment, is available for inspection at the Registered Office of the Company during any working day between 11.00 a.m. to 1.00 p.m. upto the date of AGM.

The Board of the Directors firmly believes that Mr. Ravi Narayanan brings immense value on account of his stature, professional competence and diversified experience, and accordingly, recommends, his appointment, as Independent Director of the Company for a term of five (5) consecutive years i.e. December 20, 2024 to December 19, 2029 (both days inclusive). Mr. Ravi Narayanan is interested in the resolution set out at item no. 4. Further, his relatives are also deemed to be interested in the respective resolution, to the extent of their shareholding in the Company, if any. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolutions.

The Board recommends the Special Resolution set out at item no. 4 of the Notice for approval of the Members.

By Order of the Board
For 360 ONE ASSET MANAGEMENT LIMITED

Sd/-
Chinmay Joshi
Company Secretary
A-22935

Dated: 24.07.2025
Place: Mumbai
Registered Office: 360 ONE Centre,
Kamala City, Senapati Bapat Marg,
Lower Parel, Mumbai – 400013

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Annexure A to the Notice

Details pursuant to Section 102 of the Companies Act, 2013 read with rules framed thereunder and Secretarial Standards on General Meetings (“SS-2”), in respect of the Directors seeking appointment/re-appointment at the AGM and brief profiles of Mr. Karan Bhagat and Mr. Ravi Narayanan are as under:

Name of the Director	Mr. Karan Bhagat	Mr. Ravi Narayanan
Concerned Item No.	3	4
DIN	03247753	08528459
Date of Birth/ Age	25 th April, 1977 48 years	16 th February, 1969 56 years
Nationality	Indian	Indian
Date of first appointment on the Board	19/08/2022	20/12/2024
Brief profile / resume	<p>Mr. Karan Bhagat is the Promoter and Managing Director of 360 ONE WAM Limited. He holds an MBA in Finance from the Indian Institute of Management, Bangalore and acquired his bachelor’s degree in commerce from St. Xavier’s College, Kolkata. He has more than 20 years of experience in the financial services sector. He is responsible for providing direction and leadership towards the achievement of the organization’s strategic goals and objectives. He was recognised as ‘Asia’s Promising Business Leaders’ by The Economic Times in 2022. He featured in Fortune India’s ‘40 under 40’ list in 2016 and 2017 and The Economic Times ‘40 under 40’ list in 2017. He also received the URS Asia One Global Indian of the Year award in 2018.</p>	<p>Mr. Ravi Narayanan comes with rich experience of over three decades in the financial services sector. He was the Nominee Director on the Board of Axis Securities Limited and Axis Asset Management Company Limited. He was associated with Axis Bank and HDFC Bank and has held multiple positions. At Axis Bank, he led the Branch Banking, Retail Liabilities, Liabilities Sales, Premium Banking, Virtual Relationship, Third-Party Products, Launched and nurtured Burgundy Private wealth management program. He was associated with HDFC Bank from 1999 till 2019 where he held multiple positions and led teams. He was instrumental in starting the payment gateway platform for the Bank.</p>

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		His extensive experience includes significant tenures with HDFC Bank, Bank of America, Lloyds Securities and Ballarpur Industries - Paper Division
Shareholding in the Company including shareholding as beneficial owner	1 Equity share [As a nominee of 360 ONE WAM LIMITED]	NIL
Terms and conditions of appointment or re-appointment	He is liable to retire by rotation.	Mr. Ravi Narayanan was appointed as an Additional Director (Non-Executive and Independent) w.e.f December 20, 2024 upto the date of ensuing Annual General Meeting of the Company to be held for the financial year ended March 31, 2025.
Number of Meetings of the Board attended during the year	1 out of 4	1 out of 1
Experience and expertise in specific functional area	20 years of experience in the financial services sector. He is responsible for providing direction and leadership towards the achievement of the organization's strategic goals and objectives.	He has experience of over three decades in the financial services sector and his extensive experience includes significant tenures with HDFC Bank, Bank of America, Lloyds Securities and Ballarpur Industries - Paper Division
Qualification	Bachelor's degree in commerce from St. Xavier's College, Kolkata and MBA in Finance from the Indian Institute of Management, Bangalore	B Tech (Hons) from IIT - Varanasi BHU and MBA from FMS, Delhi
Last drawn remuneration (including sitting fees and commission) and remuneration sought to be paid	NA	NA

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Relationship with other Directors and Key Managerial Personnel	Not related to any Directors and Key Managerial Personnel	Not related to any Directors and Key Managerial Personnel
Directorship in other Companies	<ol style="list-style-type: none"> 1. Kyrush Trading & Investment Private Limited 2. Kyrush Edutech Private Limited 3. 360 ONE WAM Limited 4. 360 ONE Prime Limited 	NIL
Chairman / Member in the committees of other companies [including the Company]	<ul style="list-style-type: none"> - Member of Nomination & Remuneration Committee of 360 ONE Asset Management Limited - Member of Risk Management Committee of 360 ONE WAM Limited - Member of Nomination & Remuneration Committee of 360 ONE Prime Limited 	<ul style="list-style-type: none"> - Chairperson & Member of Corporate Social Responsibility Committee of 360 ONE AMC - Chairperson & Member of Unitholder Protection Committee of 360 ONE AMC - Member of Risk Management Committee of 360 ONE AMC

**By Order of the Board
For 360 ONE ASSET MANAGEMENT LIMITED**

**Sd/-
Chinmay Joshi
Company Secretary
A-22935**

Dated: 24.07.2025

Place: Mumbai

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

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ATTENDANCE SLIP

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional slips on request.

Master Folio No:	
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NAME AND ADDRESS OF SHAREHOLDER: _____

NAME OF PROXYHOLDER: _____

NO. OF SHARES HELD: _____

I hereby record my presence at Fifteenth Annual General Meeting of 360 ONE ASSET MANAGEMENT LIMITED held at shorter notice on Friday, 25th Day of July, 2025 at the Registered office of the Company situated at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013, Maharashtra, India.

Signature of the Shareholder or Proxy _____

Notes:

(1) Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.

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Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U65990MH1994PLC080646

Name of the Company: 360 ONE ASSET MANAGEMENT LIMITED

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

Name of the Member(s):
Registered address:
E-mail Id:
Folio No. / Client Id:
DP ID:

I/We _____ being member(s) of _____ shares of the above-named company, hereby appoint

Name: _____ Address: _____ E-mail ID: _____

Signature: _____ or failing him _____

Name: _____ Address: _____ E-mail ID: _____

Signature: _____ or failing him _____

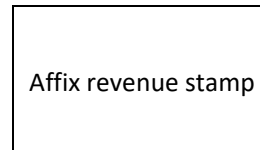
As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Fourteenth Annual General Meeting of the members of 360 ONE ASSET MANAGEMENT LIMITED to be held at shorter notice on Friday, 25th Day of July 2025 at the Registered office at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013, Maharashtra, India and at any adjournment thereof, in respect of such resolutions as are indicated below:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Board’s and Auditors’ Reports thereon
2. To approve appointment of Statutory Auditors and fixing of their remuneration and, in this regard.
3. Appointment of a Director in place of Mr. Karan Bhagat (DIN: 03247753), who retires by rotation and being eligible, offers himself for re-appointment and, in this regard.
4. Regularisation of appointment of Mr. Ravi Narayanan (DIN: 08528459) as Non-Executive, Independent Director of the Company.

Signed this _____ day of _____ 2025

Signature of Shareholder: _____

Signature of Proxy holder(s): _____



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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Route Map

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



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