

360 ONE WAM LIMITED

CIN: L74140MH2008PLC177884

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

Tel: (+91-22) 4876 5600, Fax: (+91-22) 4341 1895,

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

NOTICE OF THE 1ST EXTRAORDINARY GENERAL MEETING FOR THE FINANCIAL YEAR 2024-25

The notice ("**Notice**") is hereby given that the 1st Extraordinary General Meeting for the financial year 2024-25 ("**EGM**") of the Members of 360 ONE WAM LIMITED ("**Company**") will be held on Tuesday, February 25, 2025, at 2:00 p.m. (IST) through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") to transact the following businesses:

SPECIAL BUSINESS:

1. **APPOINTMENT OF MR. SANDEEP TANDON (DIN : 00054553) AS A 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, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder ("**Companies Act, 2013**"), Regulation 16, 17 and 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations, 2015**") and other applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force), the Articles of Association of the Company, and in accordance with the approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors of the Company, Mr. Sandeep Tandon (DIN : 00054553), who was appointed as an Additional, Non-Executive, Independent Director of the Company by the Board of Directors with effect from January 27, 2025, and who has consented to act as a Director of the Company, and who has submitted a declaration that he meets the criteria of Independence under the provisions of the Companies Act, 2013 and the Listing Regulations, 2015, and who is eligible for appointment under the provisions of the Companies Act, 2013 and the Listing Regulations, 2015, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013, proposing his candidature for the office of the Director, be and is hereby appointed as a Non-Executive Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e. from January 27, 2025 up to January 26, 2030 (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 the aforementioned resolution without being required to seek any further consent or approval of the Members and execute all such deeds, documents, instruments and writings as may be required and make all such filings as may be necessary, with powers on behalf of the Company 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. APPROVAL FOR ISSUE OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH

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

“RESOLVED THAT pursuant to the extant applicable provisions of:

1. Section 23, 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules framed thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) (**“Companies Act, 2013”**);
2. Memorandum of Association and Articles of Association of the Company;
3. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with all circulars and notifications issued thereunder;
4. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended from time to time, read with all circulars and notifications issued thereunder (**“ICDR Regulations”**);
5. Foreign Exchange Management Act, 1999, read with the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended or restated and rules, circulars, notifications, regulations and guidelines issued thereunder; and
6. such other laws, rules, regulations, circulars, guidelines, notifications, frequently asked questions issued thereunder, as amended from time to time by Government of India (**“GOI”**), Ministry of Corporate Affairs (**“MCA”**), Reserve Bank of India (**“RBI”**), Securities and Exchange Board of India (**“SEBI”**), stock exchanges where the equity shares of the Company are listed (**“Stock Exchanges”**), and Competition Commission of India (**“CCI”**) and any other regulatory authority, as applicable;

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 SEBI, Stock Exchanges and CCI, 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 and / or such other persons who may be authorized in this regard by the Board or such Committee, from time to time to exercise the powers conferred on the Board of Directors including vide this resolution*), the approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot on a preferential basis, 1,00,00,000 (one crore) fully paid-up equity shares of the Company having face value of Re. 1/- (Rupee one only) each (**“Equity Shares”**) at a price of Rs. 1,174.13/- (Rupees one thousand one hundred and seventy four and paise thirteen only) per equity share which is the price determined in accordance with the provisions of Chapter V of the ICDR Regulations (**“Floor Price”**), to the following allottees (**“Proposed Allottees”**), for consideration other than cash, being discharge of part payment of the total consideration of Rs. 1774,24,00,000/- (Rupees one thousand seven hundred seventy four crores and twenty four lakhs only), payable *inter-alios* to the Proposed Allottees, for the acquisition of entire paid-up equity share capital of Batlivala & Karani Securities India Private Limited (**“B&K Securities”** and having CIN: U67120WB1998PTC087160), on a fully diluted basis (**“Sale Shares”**) *inter-alios* from the Proposed Allottees (**“Acquisition”**), on such terms and conditions as may be determined by the Board in accordance with ICDR Regulations and set forth in the agreements, deeds, other documents and applicable laws.

The details of the Proposed Allottees and the number of equity shares of the Company proposed to be issued is set forth in the below table:

S.N.	Name of the Proposed Allottees	No. of equity shares proposed to be issued
1.	Mr. Saahil Murarka	50,99,982
2.	Batlivala & Karani Resources Management Pvt. Ltd. (CIN: U74140WB1992PTC053982)	49,00,018
	Total	100,00,000

RESOLVED FURTHER THAT pursuant to the provisions of Chapter V of the ICDR Regulations, the “**Relevant Date**” for the purpose of determination of the Floor Price of the Equity Shares to be issued and allotted as above, is Friday, January 24, 2025, being the day preceding the weekend or the holiday from 30 (thirty) days prior to the date on which this special resolution by the shareholders is proposed to be passed i.e. Tuesday, February 25, 2025.

RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted to the Proposed Allottees shall *inter-alia* be subject to the following:

- The Equity Shares shall be issued and allotted to the Proposed Allottees only in dematerialised form, within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution by the shareholders of the Company; or (ii) receipt of last of the approval / permission required for acquisition of the Sale Shares and / or allotment of Equity Shares from the concerned regulatory or statutory authority (including but not limited to GOI, SEBI, Stock Exchanges and CCI);
- The Equity Shares shall be fully paid-up and rank *pari-passu* with the existing equity shares of the Company in all respects and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- The Equity Shares shall be subject to lock-in for such period as prescribed under Chapter V of ICDR Regulations or for such longer period provided under the terms of the Share Purchase and Share Subscription Agreement (“**SPSSA**”) *inter-alios* executed between the Company, the Proposed Allottees and B&K Securities in relation to the Acquisition;
- The Equity Shares shall be listed and traded on the Stock Exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be; and
- If the Proposed Allottees fail to transfer Sale Shares to the Company or is found not eligible for the aforesaid allotment or upon non-receipt of necessary approval(s) of the regulatory authority(ies), as may be required and / or in accordance with the provisions of the SPSSA, the Company shall not allot any Equity Shares to the Proposed Allottees.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make an offer to the Proposed Allottees through private placement offer letter in Form PAS – 4 or such other form as prescribed under the Companies Act, 2013, after passing of this resolution and receiving the necessary approval(s) of the regulatory authority(ies).

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 the Equity Shares, including but not limited to (a) appointment of legal representatives, advocates, attorneys and other service providers and agents, (b) execute and file all the relevant applications, papers, documents, undertakings, intimations and other declarations with the MCA / Registrar of Companies, RBI, SEBI, Stock Exchanges, depositories, Registrar & Share Transfer Agents, CCI and other appropriate authorities and entities in due compliance of the applicable rules and regulations, (c) to decide, approve, vary, modify or alter all other terms and conditions of the preferential issue of the Equity Shares, subject to the provisions of the Companies Act, 2013, ICDR Regulations and / or any other laws and regulations, (d) to delegate all or any of its powers herein conferred to any Director(s), Officer(s) / Authorised Representative(s) of the Company & to give such directions as may be necessary or desirable, (e) to record the name and details of the Proposed Allottees in Form PAS-5, issue private placement offer letter in Form PAS-4 or such other form as prescribed under the Companies Act, 2013 and other documents to the Proposed Allottees in accordance with the Companies Act, 2013, (f) to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of the Equity Shares, and (g) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek 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. APPROVAL FOR ISSUE OF WARRANTS OF THE COMPANY ON PREFERENTIAL BASIS

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

“**RESOLVED THAT** pursuant to the extant applicable provisions of:

1. Section 23, 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules framed thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) (“**Companies Act, 2013**”);
 2. Memorandum of Association and Articles of Association of the Company;
 3. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, read with all circulars and notifications issued thereunder;
 4. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended from time to time, read with all circulars and notifications issued thereunder (“**ICDR Regulations**”);
 5. Foreign Exchange Management Act, 1999, read with the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended or restated and rules, circulars, notifications, regulations and guidelines issued thereunder; and
 6. Such other laws, rules, regulations, circulars, guidelines, notifications, frequently asked questions issued thereunder, as amended from time to time by Government of India (“**GOI**”), Ministry of Corporate Affairs (“**MCA**”), Reserve Bank of India (“**RBI**”), Securities and Exchange Board of India (“**SEBI**”), and stock exchanges where the equity shares of the Company are listed (“**Stock Exchanges**”), and Competition Commission of India (“**CCI**”) and any other regulatory authority, as applicable;
- 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 SEBI, Stock Exchanges and CCI, 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 and / or such other persons who may be authorized in this regard by the Board or such Committee, from time to time to exercise the powers conferred on the Board of Directors including *vide* this resolution), the approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot on a preferential basis, 33,33,333 (thirty three lakhs thirty three thousand three hundred and thirty three) warrants (**“Warrants”**), at an exercise price of Rs. 1,174.13/- (Rupees one thousand one hundred and seventy four and paise thirteen only) per Warrant (**“Warrant Exercise Price”**), which is determined in accordance with the provisions of Chapter V of the ICDR Regulations (**“Floor Price”**), aggregating to Rs. 391,37,66,275.29/- (Rupees three hundred and ninety one crores thirty seven lakhs sixty six thousand two hundred and seventy five and paise twenty nine only), carrying a right and option to subscribe up to 33,33,333 (thirty three lakhs thirty three thousand three hundred and thirty three) fully paid-up equity shares of the Company having face value of Re. 1/- (Rupee one only) each in aggregate (**“Equity Shares”**), which may be exercised during the period commencing from the date of allotment of Warrants until expiry of 18 (eighteen) months from the said date of allotment in accordance with the provisions of Chapter V of the ICDR Regulations, to Mr. Saahil Murarka (**“Proposed Allottee”**), for cash consideration on such terms and conditions as may be determined by the Board in accordance with ICDR Regulations and set forth in the agreements, deeds, other documents and applicable laws.

RESOLVED FURTHER THAT pursuant to the provisions of Chapter V of the ICDR Regulations, the **“Relevant Date”** for the purpose of determination of the Floor Price of the Warrants to be issued and allotted as above, is Friday, January 24, 2025, being the day preceding the weekend or the holiday from 30 (thirty) days prior to the date on which this special resolution by the shareholders is proposed to be passed i.e. Tuesday, February 25, 2025.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Warrants to the Proposed Allottee shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and in the securities subscription agreement entered into between the Company and the Proposed Allottee (**“SSA”**):

- (a) The Warrants shall be issued and allotted to the Proposed Allottee only in dematerialised form, within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution by the shareholders of the Company; or (ii) receipt of last of the approval / permission required for the allotment of Warrants from the concerned regulatory or statutory authority (including but not limited to SEBI and Stock Exchanges and CCI);
- (b) An amount equivalent to 25% (twenty five per cent) of the Warrant Exercise Price shall be payable at the time of subscription and allotment of Warrants, and the balance 75% (seventy five per cent) of the Warrant Exercise Price shall be payable at the time of allotment of Equity Shares pursuant to exercise of the right attached to the Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted / set-off against the issue price for the Equity Shares;
- (c) The right attached to the Warrants may be exercised during the period commencing from the date of allotment of the Warrants until the expiry of 18 (eighteen) months from the date of allotment of the Warrants (**“Warrants Exercise Period”**), by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable

thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form within 15 days from the date of such exercise by the Proposed Allottee;

- (d) In the event the right attached to the Warrants are not exercised within the Warrants Exercise Period, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited;
- (e) The Equity Shares to be allotted on exercise of the Warrants shall be fully paid-up and rank *pari-passu* with the existing equity shares of the Company in all respects (including with respect to dividend, voting powers, stock split, bonus shares, and/or rights issuance and so on) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- (f) The Equity Shares to be allotted on exercise of the Warrants shall be listed and traded on the Stock Exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- (g) The Warrants and the equity shares allotted pursuant to exercise of such Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations or for such longer period provided under the terms of the SSA;
- (h) The Warrant holder shall be entitled to all benefits from future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the Warrant holder; and
- (i) If the Proposed Allottee is found not eligible for the aforesaid allotment or upon non-receipt of necessary approval(s) of the regulatory authority(ies), as may be required and / or in accordance with the provisions of the SSA, the Company shall not allot any Warrants to the Proposed Allottee.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make an offer to the Proposed Allottee through private placement offer letter in Form PAS – 4 or such other form as prescribed under the Companies Act, 2013, after passing of this resolution and receiving the necessary approval(s) of the regulatory authority(ies).

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 the Warrants and the Equity Shares pursuant to exercise of the Warrants, as may be necessary including but not limited to (a) appointment of legal representatives, advocates, attorneys and other service providers and agents, (b) execute and file all the relevant applications, papers, documents, undertakings, intimations and other declarations with the MCA / Registrar of Companies, RBI, SEBI, Stock Exchanges, depositories, Registrar & Share Transfer Agents, CCI and other appropriate authorities and entities in due compliance of the applicable rules and regulations, (c) to decide, approve, vary, modify or alter all other terms and conditions of the preferential issue of the Warrants, subject to the provisions of the Companies Act, 2013, ICDR Regulations and / or any other laws and regulations, (d) to delegate all or any of its powers herein conferred to any Director(s), Officer(s) / Authorised Representative(s) of the Company & to give such directions as may be necessary or desirable, (e) to record the name and details of the Proposed Allottee in Form PAS-5, issue private placement offer letter in Form PAS-4 or such other form as prescribed under the Companies Act, 2013 and other documents to the Proposed Allottee

in accordance with the Companies Act, 2013, (f) to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of the Warrants, and (g) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek 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:

360 ONE Centre, Kamala City, Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013
Tel: (+91-22) 4876 5600, Fax: (+91-22) 4341 1895
E-mail: secretarial@360.one
Website: www.360.one
Date: February 3, 2025
Place: Mumbai

**By order of the Board of Directors
For 360 ONE WAM LIMITED**

**Rohit Bhase
Company Secretary
ACS – 21409**

IMPORTANT NOTES:

1. The Ministry of Corporate Affairs (“**MCA**”) vide its General Circular No. 9/2024 dated September 19, 2024 and all the other applicable circulars issued in this regard (“**MCA Circulars**”), has inter-alia 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/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, 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**”). 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 to “**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, and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as applicable, setting out material facts relating to the special business(es) to be transacted at the EGM, under Item No. 1 to 3 is annexed hereto and forms part of the 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 Rule 20 of Companies (Management and Administration) Rules, 2014 and 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 Item No. 1 to 3 of the Notice 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 with a copy marked to helpdesk.evoting@cdslindia.com. and secretarial@360.one.

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 VENUE OF THE EGM SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY.**
6. In compliance with the aforesaid MCA and SEBI Circulars, Notice of 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, website of the Stock Exchanges i.e. BSE Limited and 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.

The Notice is sent to those Members who hold shares as on the cut-off date i.e. Friday, January 24, 2025. 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 the Notice and may contact the Company at secretarial@360.one 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 MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), Registrar and Share Transfer Agent of the Company ("**RTA**") by using the email registration link i.e. https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html.
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 document(s) referred to in the 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 up to the date of the EGM i.e. Tuesday, February 25, 2025 (including during the EGM). The said document(s) 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@360.one mentioning their name, folio

no. / client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the e-mail.

9. Members are requested to refer the circulars issued by Securities and Exchange Board of India with respect to updation of KYC and / or nomination details, from time to time. Members are also 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 MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), Registrar and Share Transfer Agent of the Company, in case the shares are held by them in physical form.
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. Further, the SEBI has mandated the submission of the Permanent Account Number (“PAN”) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are requested to submit their PAN details to the Company's share transfer agent.
11. Members are requested to address all correspondence, including for transfer / transmission of shares, dividend related matters to MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), Registrar and Share Transfer Agent of the Company by using the link https://liiplweb.linkintime.co.in/rnthelpdesk/Service_Request.html. Further, the Company too has designated an exclusive e-mail id i.e. secretarial@360.one 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@360.one on or before 3:00 p.m. (IST) of Monday, February 24, 2025. The same will be replied by the Company suitably. If any Member 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@360.one. Only those speaker registration requests received till 3:00 p.m. (IST) on Monday, February 24, 2025, 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 the 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. Tuesday, February 18, 2025. A person who is not a Member as on the cut-off date should treat the 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. Tuesday, February 18, 2025, 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, provided that votes are not cast by remote e-voting prior to the Meeting. 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 the Notice.

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

Commencement of e-voting: From 9:00 a.m. (IST) on Friday, February 21, 2025

End of e-voting: Up to 5:00 p.m. (IST) on Monday, February 24, 2025

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 prepare a consolidated scrutinizer's report in accordance with the applicable laws. The Scrutinizer shall submit his consolidated report to the Chairman or any other person authorized by the Chairman as per applicable laws. The results of the voting along with the consolidated scrutinizer's report shall be available on the website of the Company viz. www.360.one and website of CDSL viz. www.cdslindia.com. Immediately after the result is declared by the Chairman or any other person authorised by the Chairman, the same shall be communicated to the stock exchanges where the securities of the Company are listed viz. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively.
- iii. Subject to receipt of requisite number of votes, the resolution(s) forming part of the Notice ("**Resolution(s)**") shall be deemed to be passed on the date of the EGM i.e. Tuesday, February 25, 2025.
- iv. The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company.

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 e-mail 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 users to login to Easi / Easiest are requested to visit CDSL's website i.e. www.cdslindia.com and click on Login icon and select New System Myeasi Tab. 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 & e-voting during the EGM. Additionally, there is a link provided to access the system of all e-voting service providers so that the user can visit the e-voting service providers' ("ESPs") website directly. 3) If the user is not registered for Easi / Easiest, option to register is available at CDSL's website i.e. www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. The system will authenticate the user by sending OTP on registered mobile & e-mail as recorded in the demat account. After successful authentication, the 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.
Individual Shareholders holding securities in demat mode with National	<ol style="list-style-type: none"> 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.nsdl.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

<p>Securities Depository Limited (“NSDL”)</p>	<p>authentication, the user will be able to see e-voting services. After clicking on “Access to e-Voting” under e-voting services, the 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, the 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 21 09911.
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.: 022-4886 7000 and 022-2499 7000.

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:

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 the 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 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 delinked 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 e-mail address secretarial@360.one, if they have voted from individual tab & not uploaded same in 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 e-mail IDs are not registered with the Depositories / Company**
- i. **In case of shareholders holding shares in physical mode and non-individual shareholders in demat mode**
Members are requested to provide necessary details like folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company / RTA.

ii. **In case of individual shareholders holding shares in demat mode:**

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 the Notice and may contact the Company at secretarial@360.one 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**

- i. 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.
- ii. 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 the Notice. The facility of participation at the EGM through VC / OAVM will be made available to at least 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.
- iii. Members are encouraged to join the Meeting through Laptops / iPads for better experience.
- iv. Further, Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the EGM.
- v. 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.
- vi. It is recommended to use stable wi-fi or LAN connection to mitigate any kind of glitches.
- vii. 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 21 09911.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, READ WITH RULES FRAMED THEREUNDER AND OTHER APPLICABLE LAWS, SETTING OUT MATERIAL FACTS IN RESPECT OF SPECIAL BUSINESS(ES) TO BE TRANSACTED AT THE 1ST EXTRAORDINARY GENERAL MEETING (“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 - APPOINTMENT OF MR. SANDEEP TANDON (DIN : 00054553) AS A NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors of the Company at its meeting held on January 27, 2025, upon recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 (“**Companies Act, 2013**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations, 2015**”) and the Articles of Association of the Company, appointed Mr. Sandeep Tandon (DIN : 00054553) as an Additional, Non-Executive, Independent Director of the Company, with effect from January 27, 2025, for a term of five consecutive years i.e. from January 27, 2025 to January 26, 2030 (both days inclusive), who shall not be liable to retire by rotation, with his appointment as Non-Executive Independent Director being subject to the approval of Members of the Company by way of a special resolution at next general meeting or within a period of three months from the date of appointment, whichever is earlier, as per the provisions of Regulation 17(1C) of the Listing Regulations, 2015.

Mr. Sandeep Tandon is eligible to be appointed as a Non-Executive Independent Director for a term of five consecutive years. The Company has received a notice under Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Sandeep Tandon as an independent director of the Company, which has been duly reviewed and recommended by the Board of Directors to the shareholders for their approval.

Mr. Sandeep Tandon has provided the consent for his appointment as a Director of the Company and a declaration of independence under the Companies Act, 2013 and the Listing Regulations, 2015. In terms of Regulation 25(8) of the Listing Regulations, 2015, he has also confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an independent director without any external influence. Further, he has confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority, pursuant to circulars dated June 20, 2018, issued by the BSE Limited and National Stock Exchange of India Limited pertaining to the enforcement of SEBI orders regarding the appointment of directors by the listed companies. He has successfully registered himself in the Independent Director’s Databank maintained by Indian Institute of Corporate Affairs and has passed the online proficiency self-assessment test for independent directors.

Brief Profile of Mr. Sandeep Tandon is as follows:

Mr. Sandeep Tandon has attended the University of Southern California (USC), receiving his Bachelor and Masters degrees in engineering. He has completed the YPO PPM program at Harvard Business School. He is a

serial entrepreneur and has been actively involved in the technology industry for more than 30 years in a career spanning across California and Mumbai. His major contributions include the growth of technology exports from India. He has built and sold numerous companies in the Information Technology space. He is the Founder and Executive Chairman of Syrma SGS Technology, which provides global OEMs with electronic manufacturing services (EMS). He is founder of various entities namely Whiteboard Capital, Infix Inc., Freecharge.com. He is an active member of the Young Presidents' Organization (Bombay Chapter) and serving as USC Viterbi India Board Member. He has also served as a Chairman of the Electronics Computer Software Export Promotion Council (ESC) – Western Region and is passionate about helping entrepreneurs reach their potential.

The Nomination and Remuneration Committee evaluated candidature of Mr. Sandeep Tandon vis à vis the qualifications and attributes laid down in the Nomination and Remuneration Policy and the Board Diversity Policy of the Company, and the balance of skills, knowledge and experience of the present members of the Board and then recommended the same to the Board. The Board is of the view that Mr. Sandeep Tandon meets the criteria, conditions and description of the role and capabilities required for an independent director and his innate knowledge, experience and expertise of building new businesses and in the field of technology etc. would be beneficial to the Company. In the opinion of the Board, Mr. Sandeep Tandon fulfils the conditions set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and the Listing Regulations, 2015, and is thereby eligible for appointment as an independent director. The Board of Directors has also considered time commitments of Mr. Sandeep Tandon in view of his directorships in other companies and membership / chairpersonship in committees thereof, which are within the limits prescribed under the Companies Act, 2013 and the Listing Regulations, 2015. The Board is of the view that Mr. Sandeep Tandon's rich experience and expertise justifies his appointment and accordingly recommends the resolution set out in this Notice for approval by the shareholders of the Company as a special resolution.

Mr. Sandeep Tandon as a Non-Executive Independent Director shall be entitled to sitting fees for (a) attending meetings of the Board or Committees thereof and re-imburement of expenses and (b) profit related commission as may be approved by the Board from time to time, pursuant to the resolution passed by the shareholders of the Company and in accordance with the applicable laws.

The requisite details and information pursuant to the Listing Regulations, 2015, the Companies Act, 2013, and Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India as on the date of Notice, are provided in "**Annexure B**" to this Notice. A copy of the draft letter of appointment of Mr. Sandeep Tandon as an independent director setting out the terms and conditions is available for inspection to shareholders upon their request in the manner as specified in note no. 8 of this Notice.

Except Mr. Sandeep Tandon and his relatives, none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 2 - APPROVAL FOR ISSUE OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH

The Board of Directors ("**Board**") of 360 ONE WAM LIMITED ("**Company**") at its meeting held on January 27, 2025, has approved acquisition ("**Acquisition**") of entire paid-up equity share capital of Batlivala & Karani

Securities India Private Limited ("**B&K Securities**") and bearing CIN: U67120WB1998PTC087160) on a fully diluted basis ("**Sale Shares**") from Mr. Saahil Murarka, Batlivala & Karani Resources Management Pvt. Ltd. and Ms. Swapana Murarka (collectively, "**Seller Group 1**"), wherein the total purchase consideration of Rs. 1774,24,00,000/- (Rupees one thousand seven hundred seventy four crores and twenty four lakhs only) ("**Total Consideration**") will be discharged in the following manner subject to necessary approval(s) of the Securities and Exchange Board of India ("**SEBI**"), stock exchanges, Competition Commission of India ("**CCI**") and other concerned regulatory authorities:

- (a) partly by payment of cash consideration amounting to Rs. 600,11,00,000/- (Rupees six hundred crores and eleven lakhs only), subject to adjustments as may be agreed between the parties; and
- (b) partly by issuance of equity shares for consideration other than cash i.e. by issuance and allotment of 1,00,00,000 (one crore) fully paid-up equity shares of the Company of face value Re. 1/- (Rupee one only) ("**Equity Shares**") at a price of Rs. 1,174.13/- (Rupees one thousand one hundred seventy four and paise thirteen only) per Equity Share ("**Floor Price**") to Mr. Saahil Murarka and Batlivala & Karani Resources Management Pvt. Ltd. (collectively referred as the "**Proposed Allottees**"), in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**"), read with the provisions of the Companies Act, 2013 and rules made thereunder and subject to the approval of shareholders of the Company by way of a special resolution.

B&K Securities is in the business of: (i) institutional equity broking; (ii) mutual fund distribution, alternative investment funds distribution, portfolio management services distribution; (iii) investment banking as a merchant banker; and (iv) research analyst activities. B&K is pioneer in providing independent and unbiased research with a coverage of over 450 companies making it a leader in the mid and small cap space. The strategic acquisition will help 360 ONE Group to bolster its Broking Platforms across all market segments (UHNI, HNI, Retail, Institutions) along with growing its Equity Capital Markets business to serve existing & new clients. Additionally, B&K's strong presence in the corporate treasury segment is another area of synergy.

Presently, entire paid-up share capital of B&K Securities is held by Seller Group 1. Accordingly, for the purpose of the Acquisition, the Company is proposing to issue and allot Equity Shares to the Proposed Allottees.

The issue and allotment of the Equity Shares by the Company to the Proposed Allottees and purchase of the Sale Shares from the Seller Group 1 by the Company shall be in accordance with the Companies Act, 2013 and rules thereunder, ICDR Regulations, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Share Purchase and Share Subscription Agreement executed between the Company, B&K Securities and the Seller Group 1 ("**SPSSA**") on January 27, 2025 and subject to the receipt of necessary approvals from the statutory authorities (like CCI, SEBI), the Stock Exchanges and the depositories.

Accordingly, approval of the shareholders of the Company by way of special resolution is being sought in terms of Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 ("**Companies Act, 2013**") as well as applicable regulations of the ICDR Regulations for the proposed issue of Equity Shares, as per details mentioned in the Resolution at Item no. 2 of this Notice.

Members may further note that the present authorised share capital of the Company is sufficient to accommodate the proposed issue and allotment of Equity Shares. Consequent to the consummation of the SPSSA, B&K Securities will become a wholly owned subsidiary of the Company and such of its subsidiary(ies), at

the time of Acquisition, as may be agreed between the parties, will become the step down wholly owned subsidiary(ies) of the Company.

Information required in respect of the proposed issue of Equity Shares pursuant to the applicable provisions of (a) the Companies Act, 2013, and rules framed thereunder and (b) ICDR Regulations, is as under:

1. Purpose or object of the preferential issue:

The Company intends to acquire entire paid-up equity share capital of B&K Securities from the Seller Group 1 by proposed issuance and allotment of 1,00,00,000 (one crore) Equity Shares at a price of Rs. 1,174.13/- (Rupees one thousand one hundred and seventy four and paise thirteen only) per Equity Share to the Proposed Allottees, being part payment towards discharge of the Total Consideration payable *inter—alios* to the Proposed Allottees for the Acquisition. A total of Rs. 1174,13,00,000/- (Rupees one thousand one hundred seventy four crores and thirteen lakhs only) out of the Total Consideration is being discharged by way of the proposed issue.

2. Kinds of securities offered and maximum / total number of securities to be issued:

The Company proposes to issue and allot 1,00,00,000 (one crore) Equity Shares at a price of Rs. 1,174.13/- (Rupees one thousand one hundred and seventy four and paise thirteen only) per Equity Share.

3. Price or price band at / within which the allotment is proposed or pricing of preferential issue:

The Company proposes to issue and allot 1,00,00,000 (one crore) Equity Shares at a price of Rs. 1,174.13/- (Rupees one thousand one hundred and seventy four and paise thirteen only) per Equity Share ("**Floor Price**"). The pricing for the proposed allotment of Equity Shares is in accordance with the ICDR Regulations.

4. Basis / Justification on which the price (including premium) has been arrived at for consideration other than cash, along with the report of the registered valuer:

The equity shares of the Company are listed on BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**"). In accordance with the ICDR Regulations, the equity shares of the Company are frequently traded on the above Stock Exchanges. For the purpose of computation of the price per equity share, NSE is the stock exchange that had higher trading volume for the concerned period and accordingly the same is considered as a recognised Stock Exchange under ICDR Regulations for the purpose of arriving at the price of Equity Shares. The Relevant Date is Friday, January 24, 2025, for determination of the Floor Price of the Equity Shares to be issued. The Articles of Association of the Company authorise issue of shares on a preferential basis and do not provide for a method of determination of the floor price for Equity Shares. Since the equity shares of the Company are frequently traded shares, the Floor Price of the Equity Shares has been determined as per the pricing formula prescribed under the ICDR Regulations which shall not be less than higher of the following:

- (a) 90 (ninety) trading days' volume weighted average price ("**VWAP**") of the equity shares of the Company, quoted on NSE, preceding the 'Relevant Date' i.e. Rs. 1,116.49/- (Rupees one thousand one hundred and sixteen and paise forty nine only) per equity share; or
- (b) 10 (ten) trading days' VWAP of the equity shares of the Company, quoted on NSE, preceding the 'Relevant Date' i.e. Rs. 1,174.13/- (Rupees one thousand one hundred and seventy four and paise thirteen only) per equity share.

Accordingly, the price per Equity Share of face value Re. 1/- (Rupee one only) to be issued i.e. Floor Price is fixed at Rs. 1,174.13/- (Rupees one thousand one hundred and seventy four and paise thirteen only) which is the price computed as per the pricing formula prescribed under the ICDR Regulations and which is at a premium of Rs. 1,173.13/- (Rupees one thousand one hundred and seventy three and paise thirteen only).

The valuation of the Equity Shares has been performed by KPMG Valuation Services LLP (“KPMG”), an independent registered valuer under the provisions of Companies Act, 2013, with registration no. IBBI/RV-E/06/2020/115 having its office at Building 10, 8th Floor, Tower-C, DLF Cyber City, Phase II, Gurugram, Haryana - 122002, India, *vide* its report dated January 27, 2025, which includes justification for the valuation. Further, KPMG has also undertaken independent valuation of the Sale Shares of B&K Securities.

The said report of KPMG is available for inspection by Members upon request. Kindly send your request at secretarial@360.one. The said report is also made available on the website of the Company at: https://www.primeinfobase.in/IR_DOWNLOAD/PPN_CORP_ANNOUNCEMENTS/360ONE_VALUATION_REPORT.PDF

5. Relevant Date with reference to which the price has been arrived at:

The “Relevant Date” for the purpose of determination of the Floor Price of the Equity Shares to be issued and allotted as above, is Friday, January 24, 2025, being the day preceding the weekend or the holiday from 30 (thirty) days prior to the date on which this special resolution by the shareholders is proposed to be passed i.e. Tuesday, February 25, 2025.

6. The class or classes of person to whom allotment is proposed to be made:

The proposed allotment, if approved, is to be made to Mr. Saahil Murarka, a resident individual and Batlivala & Karani Resources Management Pvt. Ltd., a company incorporated under the provisions of Companies Act, 1956, both being shareholders of B&K, towards discharge of part payment of the Total Consideration. Proposed Allottees are not related to the promoter / promoter group of the Company in any manner.

7. Intention of the promoters / promoter group / directors / key managerial personnel / senior management of the Company to subscribe to the offer:

None of the promoters / promoter group / directors / key managerial personnel / senior management of the Company intend to subscribe the Equity Shares. Further, the promoters / promoter group / directors do not intend to contribute to the proposed preferential issue of Equity Shares, either as a part of the offer or separately in furtherance of the objects of the offer.

8. Proposed time / time schedule within which the preferential issue or allotment of equity shares shall be completed:

The Equity Shares shall be issued and allotted to the Proposed Allottees only in dematerialised form, within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution by the shareholders of the Company; or (ii) receipt of last of the approval / permission required for acquisition of Sale Shares and/or allotment of Equity Shares from the concerned regulatory or statutory

authority (including but not limited to GOI, CCI, SEBI and Stock Exchanges).

9. The name of the proposed allottee and the percentage of post preferential offer capital that may be held by them:

The proposed allotment, if approved, is to be made to Mr. Saahil Murarka and Batlivala & Karani Resources Management Pvt. Ltd. ("**Proposed Allottees**"). Upon allotment, Mr. Saahil Murarka will hold 1.28% and Batlivala & Karani Resources Management Pvt. Ltd. will hold 1.23% of the post preferential offer paid-up equity share capital of the Company.

10. Change in control, if any, in the Company that would occur consequent to the preferential issue:

There will be no change in control over the Company pursuant to the completion of the preferential allotment of the Equity Shares to the Proposed Allottees.

11. Number of persons to whom preferential allotment has already been made during the financial year, in terms of number of securities as well as price:

During the financial year 2024-25:

- a) the Company has made preferential allotment of 2,22,11,253 fully paid-up equity shares to 55 Qualified Institutional Buyers ("**QIBs**") at a price of Rs. 1,013/- (Rupees one thousand and thirteen only) pursuant to the resolution passed by the shareholders of the Company on October 20, 2024; and
- b) the Company shall make preferential allotment of 35,90,000 fully paid-up equity shares to Times Internet Limited at a price of Rs. 779.93/- (Rupees seven hundred seventy-nine and paise ninety-three only) pursuant to the resolution passed by the shareholders of the Company on July 11, 2024.

12. The justification for the proposed allotment to be made for consideration other than cash together with the valuation report of the registered valuer:

The Company intends to acquire entire equity paid-up capital of B&K Securities, from Seller Group 1. Pursuant to the SPSSA executed between the Company, B&K Securities and the Seller Group 1, the Company proposes to discharge the part payment of the Total Consideration payable *inter-alios* to the Proposed Allottees for the Acquisition, by issue of Equity Shares of the Company in accordance with applicable laws. As per Regulation 163(3) of the ICDR Regulations, a valuation is required to be undertaken by an independent valuer where securities are issued on a preferential basis for consideration other than cash.

The value of the Sale Shares and price of the Equity Shares has been determined taking into account report dated January 27, 2025, issued by KPMG Valuation Services LLP ("**KPMG**"), an independent registered valuer under the provisions of Companies Act, 2013, with registration no. IBBI/RV-E/06/2020/115 having its office at Building 10, 8th Floor, Tower-C, DLF Cyber City, Phase II, Gurugram, Haryana - 122002, India.

The said report of KPMG is available for inspection by Members upon request. Kindly send your request at secretarial@360.one. The said report is also made available on the website of the Company at: https://www.primeinfobase.in/IR_DOWNLOAD/PPN_CORP_ANNOUNCEMENTS/360ONE_VALUATION_REPORT.PDF

13. Shareholding Pattern before and after the issue:

S. N.	Category	Pre-issue*		Post-issue**	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A	Promoters and Promoter Group holding				
1	Indian				
	Individual	3,89,54,764	10.01	3,89,54,764	9.76
	Bodies corporate	1,83,49,594	4.72	1,83,49,594	4.60
	Sub-Total	5,73,04,358	14.73	5,73,04,358	14.36
2	Foreign Promoters	0	0.00		0.00
	Sub-Total (A)	5,73,04,358	14.73	5,73,04,358	14.36
B	Non-promoters' holding				
1	Institutional investors				
(a)	Mutual Funds/UTI	2,90,17,271	7.46	2,90,17,271	7.27
(b)	Alternate Investment Funds	50,70,008	1.30	50,70,008	1.27
(c)	Foreign Portfolio Investors (FPI)	15,13,82,168	38.91	15,13,82,168	37.93
(d)	Financial Institutions/ Banks (incl Foreign Banks)	0	0.00	0	0.00
(e)	Insurance Companies	42,88,750	1.10	42,88,750	1.07
2	Non-institution				
(a)	NBFCs registered with RBI	568	0.00	568	0.00
(b)	Private Bodies Corporate (including Clearing members & LLP)	35,09,596	0.90	84,09,614	2.11
(c)	Directors and relatives (excluding Promoter Directors but including relatives of Promoter Directors)	8,60,809	0.22	8,60,809	0.22
(d)	Indian public (Individual & HUF)	3,15,19,159	8.10	3,66,19,141	9.18
(e)	Government	160	0.00	160	0.00
3	Others:				
(a)	NRIs	49,54,410	1.27	49,54,410	1.24
(b)	Trust	61,749	0.02	61,749	0.02
(c)	IEPF	14,676	0.00	14,676	0.00
(d)	Foreign Companies	10,10,74,075	25.98	10,10,74,075	25.33
(e)	Foreign Nationals, FPI (Individual) and Overseas Bodies Corporates	0	0.00	0.00	0.00
	Sub-Total (B)	33,17,53,399	85.27	34,17,53,399	85.64
	GRAND TOTAL (A + B)	38,90,57,757	100.00	39,90,57,757	100.00

*The pre-issue shareholding pattern is as on January 24, 2025.

** Upon allotment of 35,90,000 fully paid-up equity shares of the Company to Times Internet Limited, pursuant to the resolution passed by the shareholders of the Company on July 11, 2024, the post-issue shareholding pattern shall stand modified to such extent of the shares allotted by the Company. Similarly, in the event of allotment of ESOPs from the date of the Notice to the date of allotment of Equity Shares to the Proposed Allottees, the post-issue shareholding pattern shall stand modified to the extent of the shares allotted by the Company upon exercise of ESOPs.

14. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee:

Based on the confirmation received from the Proposed Allottees, Ms. Swapana Murarka is the natural person who is the ultimate beneficial owner of the shares proposed to be allotted and/or who ultimately

controls Batlivala & Karani Resources Management Pvt. Ltd.

- 15. The current and proposed status of the Proposed Allottee post the preferential issue namely promoter and non-promoter:**
The Proposed Allottees as on the date of this Notice do not hold any equity shares of the Company and their status is non-promoter. Post the proposed allotment, they will continue to be non-promoter shareholders.
- 16. Practicing Company Secretary's certificate:**
The Company has obtained a certificate from Mehta & Mehta, Practicing Company Secretary, certifying that the preferential issue is being made in accordance with the requirements of the ICDR Regulations and the same is available for inspection by a Member upon request. Kindly send your request at secretarial@360.one. A copy of the certificate is also made available on the website of the Company at: https://www.primeinfobase.in/IR_DOWNLOAD/PPN_CORP_ANNOUNCEMENTS/360ONE_CERTIFICATE_BY_PCS_EQUITY.PDF
- 17. Particulars of the offer including date of passing of Board resolution:**
The Board of Directors of the Company at its meeting held on January 27, 2025, approved issuance of the Equity Shares to the Proposed Allottees by way of preferential issue for consideration other than cash, being part payment towards discharge of the Total Consideration, payable to the Proposed Allottees for the Acquisition.
- 18. Name and address of the valuer who performed the valuation:**
The valuation of the Equity Shares has been performed by KPMG Valuation Services LLP ("**KPMG**"), an independent registered valuer under the provisions of Companies Act, 2013, with registration no. IBBI/RV-E/06/2020/115 having its office at Building 10, 8th Floor, Tower-C, DLF Cyber City, Phase II, Gurugram, Haryana - 122002, India, *vide* its report dated January 27, 2025, which includes justification for the valuation. Further, KPMG have also undertaken independent valuation of the Sale Shares of B&K Securities.
- 19. Amount which the Company intends to raise by way of issue of securities:**
Not Applicable. The Equity Shares are proposed to be allotted for a consideration other than cash being part payment towards discharge of the Total Consideration payable to the Proposed Allottees for the Acquisition.
- 20. Material terms of raising of securities and principle terms of assets charged as securities:**
The Equity Shares are proposed to be allotted for consideration other than cash being part payment towards discharge of the Total Consideration payable to the Proposed Allottees for the Acquisition. No assets of the Company are getting charged as securities.
- 21. Lock-in period:**
The Equity Shares shall be subject to lock-in for such period as prescribed under Chapter V of ICDR Regulations or for such longer period provided under the terms of the SPSSA. Accordingly, entire 1,00,00,000 (one crore) Equity Shares shall be subject to a lock-in period of 6 (six) months from the last

date of receipt of trading approval from the Stock Exchanges. Further, the Equity Shares shall also be subject to a lock-in of five years from the date of issuance of such shares. Upon expiry of each year from the issuance of the aforesaid shares, 20% of such shares held by Mr. Saahil Murarka and Batlivala & Karani Resources Management Pvt. Ltd. (in proportion to the total shares held by them as on the date of issuance) shall be released from such lock-in, subject to certain conditions.

The Proposed Allottees did not hold any shares of the Company for 90 (ninety) trading days prior to the Relevant Date, hence lock-in of pre-allotment holding is not applicable.

22. Undertaking:

Since the equity shares of the Company have been listed on Stock Exchanges for a period of more than 90 (ninety) trading days prior to the Relevant Date, it is not required to re-compute the price per Equity Share to be issued as per Regulation 164(3) of ICDR Regulations. Accordingly, the Company is also not required to submit the undertaking specified under Regulations 163(1)(g) and (h) of the ICDR Regulations.

However, the Company shall re-compute the price of the Equity Shares, if it is required to do so as per the applicable laws. If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid.

23. Other Disclosures:

- (a) The Company is eligible to make the preferential issue of Equity Shares under the provisions of Chapter V of the ICDR Regulations and the Companies Act, 2013.
- (b) Neither the Company, nor any of the promoter and promoter group of the Company nor any of the directors of the Company are categorized as wilful defaulters or fraudulent borrower as defined under the ICDR Regulations.
- (c) Neither the promoter and promoter group members of the Company nor any of the directors of the Company are categorized as a fugitive economic offender, as defined under the ICDR Regulations.
- (d) The Proposed Allottees have not sold any equity shares of the Company during the 90 (ninety) trading days preceding the Relevant Date.
- (e) The Company has no subsisting default in the redemption or payment of dividend on equity shares of the Company since the commencement of the Companies Act, 2013.
- (f) The Company does not have any outstanding dues to the Board, the Stock Exchanges or the depositories as on the date of the Notice.
- (g) The proposed preferential issue is not being made to any body corporate incorporated in, or a national of a country which shares a land border with India.
- (h) The Company is in compliance with the conditions for continuous listing.

The approval of the shareholders by way of special resolution as set out in this Notice, is sought for the proposed issue and allotment of the Equity Shares to the Proposed Allottees on a preferential basis (for consideration other than cash), pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules framed thereunder and the ICDR Regulations.

Accordingly, the Board recommends the resolution set out in Item No. 2 of the Notice for approval by

shareholders of the Company by way of a special resolution.

The copies of the related documents 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. 2 of the Notice, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 3 - APPROVAL FOR ISSUE OF WARRANTS OF THE COMPANY ON PREFERENTIAL BASIS

The Board of Directors ("**Board**") of 360 ONE WAM LIMITED ("**Company**") at its meeting held on January 27, 2025, has approved creation, offer and issuance on a preferential basis ("**Preferential Issue**") of an aggregate 33,33,333 (thirty three lakhs thirty three thousand three hundred and thirty three) warrants of the Company ("**Warrants**"), each at a price of Rs. 1,174.13/- (Rupees one thousand one hundred and seventy four and paise thirteen only) per warrant ("**Warrant Exercise Price**"), which is the price determined in accordance with the provisions of Chapter V of the ICDR Regulations ("**Floor Price**"), and aggregating to Rs. 391,37,66,275.29/- (Rupees three hundred and ninety one crores thirty seven lakhs sixty six thousand two hundred and seventy five and paise twenty nine only), carrying a right and option to subscribe up to 33,33,333 (thirty three lakhs thirty three thousand three hundred and thirty three) fully paid up equity shares of the Company having face value of Re. 1/- (Rupee one only) each, in aggregate ("**Equity Shares**"), which may be exercised during 18 (eighteen) months from the date of allotment in accordance with the provisions of Chapter V of the ICDR Regulations, to Mr. Saahil Murarka ("**Proposed Allottee**"), for cash consideration and on such terms and conditions as mentioned in the Securities Subscription Agreement ("**SSA**") dated January 27, 2025, executed between the Company and the Proposed Allottee.

The issue and allotment of the Warrants and the Equity Shares by the Company to the Proposed Allottee shall be in accordance with the Companies Act, 2013 and rules thereunder, ICDR Regulations, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the SSA and subject to the receipt of necessary approvals from the statutory authorities (including but not limited to CCI, SEBI and the Stock Exchanges).

Members may further note that the present authorised share capital of the Company is sufficient to accommodate the proposed issue and allotment of Equity Shares upon conversion of Warrants.

Accordingly, approval of the shareholders of the Company by way of special resolution is being sought in terms of Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 ("**Companies Act, 2013**") as well as applicable regulations of the ICDR Regulations for the Preferential Issue, as per details mentioned in the Resolution at Item no. 3 of this Notice.

Information required in respect of the proposed issue of Warrants pursuant to the applicable provisions of (a) the Companies Act, 2013, and rules framed thereunder and (b) ICDR Regulations, is as under:

1. Purpose or object of the preferential issue:

The Board at its meeting held on January 27, 2025, has approved Preferential Issue of 33,33,333 (Thirty

three lakhs thirty three thousand three hundred and thirty three) Warrants to Mr. Saahil Murarka. An amount equivalent to 25% (twenty five per cent) of the Warrant Exercise Price shall be payable at the time of subscription and allotment of Warrants, and the balance 75% (seventy five per cent) of the Warrant Exercise Price shall be payable at the time of allotment of Equity Shares pursuant to exercise of the right attached to the Warrants to subscribe to Equity Shares within 18 (eighteen) months from the date of allotment of Warrants. The amount paid against Warrants shall be adjusted / set-off against the issue price for the Equity Shares. The proceeds from issue of Warrants and from issue of Equity Shares shall be utilised towards following objects of the Preferential Issue:

Nature of utilization	Amount (in Rs.)*	Tentative timeline for utilization of funds
Repayment of debt of the Company	293,53,24,775.29	Till the conclusion of FY 2026-27
Other general corporate purposes**	97,84,41,500.00	Till the conclusion of FY 2025-26
Total	391,37,66,275.29	

* Considering 100% conversion of Warrants into Equity Shares within the stipulated time.

** The amount to be utilized towards general corporate purposes does not exceed 25% of the total amount mentioned in the table above.

Given that the Preferential Issue is for Warrants, the issue proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the ICDR Regulations, and as estimated by our management, the entire issue proceeds would be utilized for the aforementioned purposes, as per the Company's business requirements and availability of issue proceeds, within the above timelines. However, the same is based on the fund requirement and the proposed utilization schedule is based on management estimates, market conditions, business needs and other commercial and technical factors, and the actual deployment of funds will depend on a number of factors such as financial, market and sectoral conditions, business performance and strategy, and other external factors (such as competitive environment, pandemic and related government requirements, employment and disposable income levels, demographic trends, technological changes, changing customer preferences and increasing regulations or changes in government policies), which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the proceeds at the discretion of the Board (or a committee thereof), subject to compliance with applicable laws.

If the issue proceeds are not utilized (in full or in part) for the objects during the period stated above due to any such factors, the remaining issue proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws.

The Company will have flexibility in deploying the proceeds received by the Company from the Preferential Issue in accordance with applicable laws. Pending utilization for the purposes described above, the Company intends to *inter-alia* grant inter-corporate deposits to its subsidiaries, temporarily invest funds in creditworthy instruments, including money market mutual funds and deposits with banks. Such investments would be in accordance with the treasury policy(ies) as approved by the Board from time to time and applicable laws.

As required under the ICDR Regulations and other applicable laws, the Company has appointed CARE

Ratings Limited, a credit rating agency registered with SEBI, having its office at Godrej Coliseum, 4th Floor, Somaiya Hospital Road, Off Eastern Express Highway, Sion (East), Mumbai- 400022, as the monitoring agency to monitor the use of proceeds by the Company till 100% (hundred percent) of such proceeds have been utilized.

2. Kinds of securities offered and maximum / total number of securities to be issued:

The Company proposes to issue and allot 33,33,333 (thirty three lakhs thirty three thousand three hundred and thirty three) Warrants at a price of Rs. 1,174.13/- (Rupees one thousand one hundred and seventy four and paise thirteen only) per Warrant, aggregating to Rs. 391,37,66,275.29/- (Rupees three hundred and ninety one crores thirty seven lakhs sixty six thousand two hundred and seventy five and paise twenty nine only), carrying a right and option to subscribe up to 33,33,333 (thirty three lakhs thirty three thousand three hundred and thirty three) Equity Shares.

3. Price or price band at / within which the allotment is proposed or pricing of preferential issue:

The Company proposes to issue and allot 33,33,333 (thirty three lakhs thirty three thousand three hundred and thirty three) Warrants at a price of Rs. 1,174.13/- (Rupees one thousand one hundred and seventy four and paise thirteen only) per Warrant ("**Floor Price**"), aggregating to Rs. 391,37,66,275.29/- (Rupees three hundred and ninety one crores thirty seven lakhs sixty six thousand two hundred and seventy five and paise twenty nine only), carrying a right and option to subscribe up to 33,33,333 (thirty three lakhs thirty three thousand three hundred and thirty three) Equity Shares. The pricing for the proposed allotment of Warrants is in accordance with the ICDR Regulations.

4. Basis / Justification on which the price (including premium) has been arrived at for consideration other than cash, along with the report of the registered valuer:

The equity shares of the Company are listed on BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**"). In accordance with the ICDR Regulations, the equity shares of the Company are frequently traded on the above Stock Exchanges.

For the purpose of computation of the floor price per warrant, NSE is the Stock Exchange that had higher trading volume for the concerned period and accordingly the same is considered as a recognised Stock Exchange under ICDR Regulations for the purpose of arriving at the price of Warrants.

The Relevant Date is Friday, January 24, 2025, for determination of the Floor Price of the Warrants to be issued. The Articles of Association of the Company authorise issue of securities on a preferential basis and do not provide for a method of determination of the floor price for Warrants.

Since the equity shares of the Company are frequently traded shares, the Floor Price of the Warrants has been determined as per the pricing formula prescribed under the ICDR Regulations which shall not be less than higher of the following:

- (a) 90 (ninety) trading days' volume weighted average price ("**VWAP**") of the equity shares of the Company, quoted on NSE, preceding the 'Relevant Date' i.e. Rs. 1,116.49/- (Rupees one thousand one hundred and sixteen and paise forty nine only) per equity share; or

- (b) 10 (ten) trading days' VWAP of the equity shares of the Company, quoted on NSE, preceding the 'Relevant Date' i.e. Rs. 1,174.13/- (Rupees one thousand one hundred and seventy four and paise thirteen only) per equity share.

Accordingly, the price per Warrant to be issued i.e. Floor Price is fixed at Rs. 1,174.13/- (Rupees one thousand one hundred and seventy four and paise thirteen only) which is the price computed as per the pricing formula prescribed under the ICDR Regulations and which is at a premium of Rs. 1,173.13/- (Rupees one thousand one hundred and seventy three and paise thirteen only).

The pricing of the Warrants has been performed by KPMG Valuation Services LLP ("KPMG") an independent registered valuer under the provisions of Companies Act, 2013, with registration no. IBBI/RV-E/06/2020/115 having its office at Building 10, 8th Floor, Tower-C, DLF Cyber City, Phase II, Gurugram, Haryana - 122002, India, *vide* its report dated January 27, 2025.

The said report of KPMG is available for inspection by Members upon request. Kindly send your request at secretarial@360.one. The said report is also made available on the website of the Company at: https://www.primeinfobase.in/IR_DOWNLOAD/PPN_CORP_ANNOUNCEMENTS/360ONE_VALUATION_REPORT.PDF

5. Relevant Date with reference to which the price has been arrived at:

The "Relevant Date" for the purpose of determination of the Floor Price of the Warrants to be issued and allotted as above, is Friday, January 24, 2025, being the day preceding the weekend or the holiday from 30 (thirty) days prior to the date on which this special resolution by the shareholders is proposed to be passed i.e. Tuesday, February 25, 2025.

6. The class or classes of person to whom allotment is proposed to be made:

The proposed allotment, if approved, is to be made to Mr. Saahil Murarka, a resident individual ("Proposed Allottee"). Proposed Allottee is not related to the promoter / promoter group of the Company in any manner.

7. Intention of the promoters / promoter group / directors / key managerial personnel / senior management of the Company to subscribe to the offer:

None of the promoters / promoter group / directors / key managerial personnel / senior management of the Company intend to subscribe the Warrants. Further, the promoters / promoter group / directors do not intend to contribute to the proposed preferential issue of Warrants, either as a part of the offer or separately in furtherance of the objects of the offer.

8. Proposed time / time schedule within which the preferential issue or allotment of equity shares shall be completed:

The Warrants shall be issued and allotted to the Proposed Allottee only in dematerialised form, within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution by the shareholders of the Company; or (ii) receipt of last of the approval / permission required for allotment of Warrants from the concerned regulatory or statutory authority (including but not limited to CCI, SEBI and Stock Exchanges).

9. **The name of the proposed allottee and the percentage of post preferential offer capital that may be held by them:**

The proposed allotment, if approved, is to be made to Mr. Saahil Murarka (“**Proposed Allottee**”). Upon allotment and conversion of all the Warrants into Equity Shares, Mr. Saahil Murarka will hold 0.85% of the post preferential offer paid-up equity share capital of the Company.

10. **Change in control, if any, in the Company that would occur consequent to the preferential issue:**

There will be no change in control over the Company pursuant to the completion of the preferential allotment of the Warrants to the Proposed Allottee and/or upon conversion of all the Warrants into Equity Shares by the Proposed Allottee.

11. **Number of persons to whom preferential allotment has already been made during the financial year, in terms of number of securities as well as price:**

During the financial year 2024-25:

- c) the Company has made preferential allotment of 2,22,11,253 fully paid-up equity shares to 55 Qualified Institutional Buyers (“**QIBs**”) at a price of Rs. 1,013/- (Rupees one thousand and thirteen only) pursuant to the resolution passed by the shareholders of the Company on October 20, 2024; and
- d) the Company shall make preferential allotment of 35,90,000 fully paid-up equity shares to Times Internet Limited at a price of Rs. 779.93/- (Rupees seven hundred seventy-nine and paise ninety-three only) pursuant to the resolution passed by the shareholders of the Company on July 11, 2024.

12. **The justification for the proposed allotment to be made for consideration other than cash together with the valuation report of the registered valuer:**

Not applicable. The Company is not allotting the Warrants for consideration other than cash.

13. **Shareholding Pattern before and after the issue:**

S. N.	Category	Pre-issue*		Post-issue**	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A	Promoters and Promoter Group holding				
1	Indian				
	Individual	3,89,54,764	10.01	3,89,54,764	9.93
	Bodies corporate	1,83,49,594	4.72	1,83,49,594	4.68
	Sub-Total	5,73,04,358	14.73	5,73,04,358	14.60
2	Foreign Promoters	0	0.00	0	0.00
	Sub-Total (A)	5,73,04,358	14.73	5,73,04,358	14.60
B	Non-promoters' holding				
1	Institutional investors				
(a)	Mutual Funds/UTI	2,90,17,271	7.46	2,90,17,271	7.39
(b)	Alternate Investment Funds	50,70,008	1.30	50,70,008	1.29
(c)	Foreign Portfolio Investors (FPI)	15,13,82,168	38.91	15,13,82,168	38.58
(d)	Financial Institutions/ Banks (incl Foreign Banks)	0	0.00	0	0.00
(e)	Insurance Companies	42,88,750	1.10	42,88,750	1.09

2	Non-institution				
(a)	NBFCs registered with RBI	568	0.00	568	0.00
(b)	Private Bodies Corporate (including Clearing members & LLP)	35,09,596	0.90	35,09,596	0.89
(c)	Directors and relatives (excluding Promoter Directors but including relatives of Promoter Directors)	8,60,809	0.22	8,60,809	0.22
(d)	Indian public (Individual & HUF)	3,15,19,159	8.10	3,48,52,492	8.88
(e)	Government	160	0.00	160	0.00
3	Others:				
(a)	NRIs	49,54,410	1.27	49,54,410	1.26
(b)	Trust	61,749	0.02	61,749	0.02
(c)	IEPF	14,676	0.00	14,676	0.00
(d)	Foreign Companies	10,10,74,075	25.98	10,10,74,075	25.76
(e)	Foreign Nationals, FPI (Individual) and Overseas Bodies Corporates	0	0.00	0.00	0.00
	Sub-Total (B)	33,17,53,399	85.27	33,50,86,732	85.40
	GRAND TOTAL (A + B)	38,90,57,757	100.00	39,23,91,090	100.00

*The pre-issue shareholding pattern is as on January 24, 2025.

** Upon allotment of 35,90,000 fully paid-up equity shares of the Company to Times Internet Limited, pursuant to the resolution passed by the shareholders of the Company on July 11, 2024, the post-issue shareholding pattern shall stand modified to such extent of the shares allotted by the Company. Similarly, in the event of allotment of ESOPs from the date of the Notice to the date of allotment of Warrants to the Proposed Allottee, the post-issue shareholding pattern shall stand modified to the extent of the shares allotted by the Company upon exercise of ESOPs.

14. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee:**
Since Mr. Saahil Murarka, Proposed Allottee is an individual, there is no ultimate beneficial owner of the Warrants proposed to be allotted and/or who ultimately control the Proposed Allottee.
15. **The current and proposed status of the Proposed Allottee post the preferential issue namely promoter and non-promoter:**
The Proposed Allottee as on the date of this Notice does not hold any equity shares of the Company and its status is non-promoter. Post the proposed allotment, he will continue to be non-promoter shareholder.
16. **Practicing Company Secretary's certificate:**
The Company has obtained a certificate from Mehta & Mehta, Practicing Company Secretary, certifying that the preferential issue is being made in accordance with the requirements of the ICDR Regulations and the same is available for inspection by a Member upon request. Kindly send your request at secretarial@360.one. A copy of the certificate is also made available on the website of the Company at: https://www.primeinfobase.in/IR_DOWNLOAD/PPN_CORP_ANNOUNCEMENTS/360ONE_CERTIFICATE_BY_PCS_WARRANTS.PDF
17. **Particulars of the offer including date of passing of Board resolution:**
The Board of Directors of the Company at its meeting held on January 27, 2025, approved issuance of the Warrants to the Proposed Allottee by way of preferential issue for cash consideration.
18. **Name and address of the valuer who performed the valuation:**

The pricing of the Warrants has been performed by KPMG Valuation Services LLP (“KPMG”), an independent registered valuer under the provisions of Companies Act, 2013, with registration no. IBBI/RV-E/06/2020/115 having its office at Building 10, 8th Floor, Tower-C, DLF Cyber City, Phase II, Gurugram, Haryana - 122002, India, *vide* its report dated January 27, 2025.

19. Amount which the Company intends to raise by way of issue of securities:

The Company intends to raise Rs. 391,37,66,275.29/- (Rupees three hundred and ninety one crores thirty seven lakhs sixty six thousand two hundred and seventy five and paise twenty nine only) by way of issuance of the Warrants. No assets of the Company are getting charged as securities.

20. Material terms of raising of securities and principle terms of assets charged as securities:

The Warrants are proposed to be allotted for a cash consideration of Rs. 391,37,66,275.29/- (Rupees three hundred and ninety one crores thirty seven lakhs sixty six thousand two hundred and seventy five and paise twenty nine only). No assets of the Company are getting charged as securities.

21. Lock-in period:

The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations.

The Proposed Allottee did not hold any shares of the Company for 90 (ninety) trading days prior to the Relevant Date, hence lock-in of pre-allotment holding is not applicable.

22. Undertaking:

Since the equity shares of the Company have been listed on Stock Exchanges for a period of more than 90 (ninety) trading days prior to the Relevant Date, it is not required to re-compute the price per Warrant to be issued as per Regulation 164(3) of ICDR Regulations. Accordingly, the Company is also not required to submit the undertaking specified under Regulations 163(1)(g) and (h) of the ICDR Regulations.

However, the Company shall re-compute the price of the Warrants, if it is required to do so as per the applicable laws. If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid.

23. Other Disclosures:

- (a) The Company is eligible to make the preferential issue of Warrants under the provisions of Chapter V of the ICDR Regulations and the Companies Act, 2013.
- (b) Neither the Company, nor any of the promoter and promoter group of the Company nor any of the directors of the Company are categorized as wilful defaulters or fraudulent borrower as defined under the ICDR Regulations.
- (c) Neither the promoter and promoter group members of the Company nor any of the directors of the Company are categorized as a fugitive economic offender, as defined under the ICDR Regulations.
- (d) The Proposed Allottee has not sold any equity shares of the Company during the 90 (ninety) trading days preceding the Relevant Date.

- (e) The Company has no subsisting default in the redemption or payment of dividend on equity shares of the Company since the commencement of the Companies Act, 2013.
- (f) The Company does not have any outstanding dues to the Board, the Stock Exchanges or the depositories as on the date of the Notice.
- (g) The proposed preferential issue is not being made to any body corporate incorporated in, or a national of a country which shares a land border with India.
- (h) The Company is in compliance with the conditions for continuous listing.

The approval of the shareholders by way of special resolution as set out in this Notice, is sought for the proposed issue and allotment of the Warrants to the Proposed Allottee on a preferential basis (for cash consideration), pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules framed thereunder and the ICDR Regulations.

Accordingly, the Board recommends the resolution set out in Item No. 3 of the Notice for approval by shareholders of the Company by way of a special resolution.

The copies of the related documents 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. 3 of the Notice, except to the extent of their shareholding, if any, in the Company.

Registered Office:

360 ONE Centre, Kamala City, Senapati Bapat Marg,
Lower Parel, Mumbai – 400 013
Tel: (+91-22) 4876 5600, Fax: (+91-22) 4341 1895
E-mail: secretarial@360.one
Website: www.360.one
Date: February 3, 2025
Place: Mumbai

**By order of the Board of Directors
For 360 ONE WAM LIMITED**

**Rohit Bhase
Company Secretary
ACS – 21409**

ANNEXURE A TO THE NOTICE

Below are the key details regarding the EGM scheduled on Tuesday, February 25, 2025, at 2:00 p.m. (IST) for ease of reference:

S. N.	Particulars	Details
1	Link for participation through VC / OAVM	www.evotingindia.com EVSN : 250131001
2	E-mail ID for posting queries of EGM and speaker registration and period of registration	secretarial@360.one Period of speaker registration: On or before 3:00 p.m. (IST) on Monday, February 24, 2025 Period of posting queries: On or before 3:00 p.m. (IST) on Monday, February 24, 2025
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 the 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 CDSL i.e. www.evotingindia.com or write an e-mail to helpdesk.evoting@cdslindia.com or call on toll free no: 1800 21 09911 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@360.one or call on (+91-22) 4876 5600 or contact Mr. Rohit Bhase, Company Secretary, at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai - 400013.
6	Cut-off date for dispatch of the Notice	Friday, January 24, 2025
7	Cut-off date for e-voting	Tuesday, February 18, 2025
8	Time period for remote e-voting	Commences on: Friday, February 21, 2025 (9:00 a.m. IST) Ends on: Monday, February 24, 2025 (5:00 p.m. IST)
9	Registrar and Transfer Agent – Contact details	MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) C 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai – 400 083 To raise an email query following is the link: https://liiplweb.linkintime.co.in/rnthelpdesk/Service_Request.html
10	360 ONE WAM LIMITED – Contact details	Mr. Rohit Bhase Company Secretary 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013 Tel: (+91-22) 4876 5600, Fax: (+91-22) 4646 4706 E-mail: secretarial@360.one

ANNEXURE B TO THE NOTICE

Disclosures pursuant to Regulation 36(3) of the Listing Regulations, 2015 and SS-2

Name of the Director	Mr. Sandeep Tandon
DIN	00054553
Age	56 Years
Nationality	United States of America
Date of first appointment on the Board	January 27, 2025
Brief Profile / Resume	Mr. Sandeep Tandon has attended the University of Southern California (USC), receiving his Bachelor and Masters degrees in engineering. He has completed the YPO PPM program at Harvard Business School. He is a serial entrepreneur and has been actively involved in the technology industry for more than 30 years in a career spanning across California and Mumbai. His major contributions include the growth of technology exports from India. He has built and sold numerous companies in the Information Technology space. He is the Founder and Executive Chairman of Syrma SGS Technology, which provides global OEMs with electronic manufacturing services (EMS). He is founder of various entities namely Whiteboard Capital, Infix Inc., Freecharge.com. He is an active member of the Young Presidents' Organization (Bombay Chapter) and serving as USC Viterbi India Board Member. Also served as a Chairman of the Electronics Computer Software Export Promotion Council (ESC) – Western Region and is passionate about helping entrepreneurs reach their potential.
Shareholding in the Company including shareholding as a beneficial owner (as on January 27, 2025)	Nil
Board Meetings attended during the financial year 2024-25 (as on January 27, 2025)	Nil
Experience and expertise in Specific Functional Area	Please refer to the Explanatory Statement.
Skills and capabilities required for the role and the manner in which the Director meets the requirements	
Qualification(s)	Master in Engineering from South California University

Terms and Conditions of appointment or re-appointment	Appointment as an Independent Director for a period of five consecutive years from January 27, 2025 to January 26, 2030 (both days inclusive) and as detailed in the resolution of this Notice read with the Explanatory Statement thereto.
Remuneration sought to be paid	Mr. Sandeep Tandon as a Non-Executive Independent Director, shall be entitled to sitting fees for (a) attending meetings of the Board or Committees thereof and re-imbursment of expenses and (b) profit related commission as may be approved by the Board from time to time, pursuant to the resolution passed by the shareholders of the Company and in accordance with the applicable laws.
Last drawn remuneration (including sitting fees and commission)	Nil
Relationship with other Directors and Key Managerial Personnel	Mr. Sandeep Tandon is not related to any Director or Key Managerial Personnel of the Company.
Directorship in other companies	<ol style="list-style-type: none"> 1. Lite Bite Travel Foods Private Limited 2. Lite Bite Foods Private Limited 3. Lite Bite Foods Tres Private Limited 4. Syrma SGS Technology Limited 5. Aavas Financiers Limited 6. J T Holdings Private Limited 7. Ebony Electronics Private Limited 8. Dreamplug Technologies Private Limited 9. Tancom Electronics Private Limited 10. Infix Services Private Limited 11. Radical Plastics Private Limited 12. Syrma Technology, Inc
Membership / Chairpersonship of committees in other companies (including listed entities) *	<ol style="list-style-type: none"> 1. Aavas Financiers Limited- Audit Committee- Member 2. Aavas Financiers Limited- Stakeholders Relationship Committee- Chairman
Directorship in other listed entities	<ol style="list-style-type: none"> 1. SYRMA SGS TECHNOLOGY LIMITED 2. AAVAS FINANCIERS LIMITED
Listed entities from which the concerned Director has resigned in the past three years	Nil

*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 have been considered.