

360 ONE WAM LIMITED
(formerly known as IIFL Wealth Management 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) 4646 4706,
E-mail: secretarial@360.one, **Website:** www.360.one

POSTAL BALLOT NOTICE

The notice ("**Notice**") is hereby given that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 ("**Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and all other applicable provisions of the Act and rules framed thereunder, read with General Circular 09/2023 dated September 25, 2023 and other relevant and applicable circulars issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations, 2015**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, and any other applicable laws, rules and regulations including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, the following special business is proposed to be passed as a Special Resolution by the Members of 360 ONE WAM LIMITED ("**Company**" and formerly known as IIFL Wealth Management Limited) by means of Postal Ballot only by remote e-voting process ("**remote e-voting**" or "**e-voting**"). Members are requested to refer to "**Annexure A**" containing key details regarding the Postal Ballot for ease of reference.

A statement pursuant to Section 102 of the Act ("**Explanatory Statement**") read with Listing Regulations, 2015, and other applicable laws setting out material facts relating to the following special business and the rationale / justification thereof, is annexed hereto and forms part of the Notice.

In accordance with Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, 2015, the Company has engaged the services of the Central Depository Services (India) Limited ("**CDSL**"), an agency authorised by the Ministry of Corporate Affairs, to provide remote e-voting facility. The procedure for remote e-voting is detailed in the notes to this Notice.

The Board of Directors 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 remote e-voting process in a fair and transparent manner.

The Scrutinizer, after scrutinizing the votes cast through remote e-voting, will prepare a report in accordance with the applicable laws and shall submit the same to Chairperson of the Company or any other person authorised by him. The results of the remote e-voting along with the scrutinizer's report shall be declared and announced on or before 6:00 p.m. (IST) of Friday, October 25, 2024, at the registered office of the Company and the same shall be communicated to the stock exchanges where the equity shares of the Company are listed viz. BSE Limited and National Stock Exchange of India Limited. Further, the results shall be displayed on the website of the Company viz. www.360.one and on the notice board at the registered office of the Company and also on the website of CDSL viz. www.evotingindia.com.

SPECIAL BUSINESS:**1. Issue of equity shares through qualified institutions placement(s) on a private placement 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), 179 and all other applicable provisions 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 (**“SEBI Listing Regulations”**), as amended from time to time, read with all circulars and notifications issued thereunder;
4. Listing agreements entered into by the Company with BSE Limited (**“BSE”**) and National Stock Exchange of India Limited (**“NSE”**), and together with BSE, the **“Stock Exchanges”** where the equity shares of the Company are listed;
5. 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 (**“SEBI ICDR Regulations”**);
6. Foreign Exchange Management Act, 1999, read with the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, as amended or restated and other applicable rules, circulars, notifications, regulations, guidelines and press notes issued thereunder; and
7. such other laws, rules, regulations, circulars, guidelines, notifications, clarifications, 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 or any other competent authorities / institutions / bodies (herein referred to as **“Applicable Regulatory Authorities”**);

and subject to such approval(s) / consent(s) / permission(s) / sanction(s), as may be required, from the Applicable Regulatory Authorities, and subject to such terms and conditions and modifications as may be prescribed by any such Applicable Regulatory Authorities while granting such approval(s) / consent(s) / permission(s) / sanction(s) and which may be agreed to and accepted by the Board of Directors of the Company (*hereinafter referred to as the **“Board”**, which expression shall deem to mean and include a Committee of Directors authorized by the Board of Directors and / or such other persons who may be authorized in this regard by the Board of Directors or such Committee, from time to time to exercise the powers conferred on the Board of Directors including vide this resolution*), and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board in its absolute discretion, the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot such number of fully paid-up equity shares of the Company (**“Equity Shares”**) of face value Re. 1/- (Rupee One only) each, to be subscribed to by qualified institutional buyers as defined in the SEBI ICDR Regulations, whether or not such QIBs are members of the Company (collectively called **“QIBs”**), for cash, at such price or prices as the Board may deem fit in consultation with the book running lead manager(s) to be appointed in this regard (**“Lead Manager(s)”**) and / or other advisor(s) to be appointed in this regard, including a discount of up to 5% (five per cent) on the floor price calculated as per Regulation 176 of the SEBI ICDR Regulations, such that the total amount to be raised through the issue of Equity Shares shall not exceed Rs. 2,250 Crores (Rupees Two Thousand Two Hundred and Fifty Crores only), inclusive of such premium on the face value of the Equity Shares at such time or times, at a discount or premium to market

price or prices permitted under applicable laws, in such manner and on such terms and conditions with authority to retain oversubscription up to such percentage, as may be deemed appropriate by the Board in its absolute discretion, by way of private placement through one or more tranche of qualified institutions placement (“QIP”) in accordance with Chapter VI of the SEBI ICDR Regulations, by way of one or more issuances of Equity Shares, through placement documents, private placement offer cum application letters and / or such other documents / writings / circulars / memoranda, on such terms, conditions and limitations as the Board may determine in consultation with the Lead Manager(s) and / or other advisor(s) appointed in relation to the QIP.

RESOLVED FURTHER THAT the issue and allotment of Equity Shares through QIP in terms of Chapter VI of the SEBI ICDR Regulations shall be subject to the following:

- a) the allotment of Equity Shares shall only be made to the eligible QIBs as defined in the SEBI ICDR Regulations;
- b) the Equity Shares to be so created, offered, issued and allotted, shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- c) the allotment of the Equity Shares shall be completed within 365 days from the date of passing of this special resolution by the Members of the Company or such other time as may be allowed under the SEBI ICDR Regulations;
- d) the Equity Shares shall only be allotted as fully paid-up equity shares in dematerialised form;
- e) the Equity Shares allotted shall rank pari passu in all respects with the existing equity shares of the Company, including with respect to entitlement to dividend;
- f) the Equity Shares shall be listed and traded on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- g) the “**relevant date**” for the purpose of pricing of the Equity Shares, shall be the date of the meeting in which the Board decides to open the proposed QIP;
- h) no single allottee shall be allotted more than 50% of the size of a QIP and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;
- i) the QIP shall be at such price which is not less than the price determined in accordance with the pricing formula provided in Chapter VI of the SEBI ICDR Regulations (the “**QIP Floor Price**”), provided that the Board may at its sole and absolute discretion and in consultation with the Lead Manager(s) and / or other advisor(s) appointed in relation to the QIP, offer a discount of not more than 5% (five per cent) on the QIP Floor Price or such other discount as may be permitted under SEBI ICDR Regulations;
- j) the Equity Shares allotted in the QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or as may be permitted from time to time by the SEBI ICDR Regulations;
- k) the unsubscribed portion of the QIP may be disposed of by the Board to such person or persons and in such manner and on such terms as the Board may in its absolute discretion think fit in accordance with the provisions of applicable laws;
- l) the issue of Equity Shares shall be, inter-alia, subject to appropriate adjustment in the number of shares, the price and/or the time period etc., in the event of any change in the equity capital structure of the Company consequent upon capitalisation of profits (other than by way of dividend on shares), rights issue of equity shares, consolidation of its outstanding equity shares into smaller number of shares, etc. in accordance with the provisions of applicable laws;
- m) minimum of 10% of the Equity Shares to be issued and allotted pursuant to Chapter VI of the SEBI ICDR Regulations shall be allotted to Mutual Fund(s) and if the Mutual Fund(s) do not subscribe to said minimum percentage or any part thereof, such minimum portion or part thereof may be allotted to other QIBs; and
- n) the Company shall not undertake any subsequent qualified institutions placement until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of the QIP approved by way of this special resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is authorized to take all actions and do all such acts, deeds, matters and things and take all such steps as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue and allotment of Equity Shares through the QIP and listing thereof with the Stock Exchanges or otherwise as may be required in relation to or in connection with or for the matters consequential to the QIP and to solve and settle all questions and difficulties that may arise in the issue, offer and allotment of the Equity Shares, in consultation with the Lead Manager(s) and / or other advisor(s) appointed in relation to the QIP, including but not limited to (a) finalization of the number, terms and timing of the issue of Equity Shares to be issued in each tranche thereof, (b) identification of the eligible QIBs to whom Equity Shares would be offered and finalisation of the allotment of the Equity Shares on the basis of the subscriptions received, (c) utilization of the proceeds of the QIP, (d) date of opening and closing of the QIP, (e) to enter into, execute and amend from time to time all such arrangements / agreements with any Lead Manager(s), placement agents, underwriters, lawyers, independent chartered accountants, monitoring agencies, advisors, guarantors, depositories, custodians, registrars and all such agencies and intermediaries as may be involved or concerned in the QIP for their appointment and deemed appropriate by the Board in its sole discretion subject to the conditions set forth in the resolution herein, (f) to remunerate all such agencies including by way of payment of commissions, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them, (g) approval of any Condensed Interim Financial Statements to be included in the preliminary placement documents and final placement documents for the QIP, (h) to finalize, approve and issue any document(s) or agreements including, but not limited, to placement documents, private placement offer cum application letters and / or such other documents / writings / circulars / memoranda / corrigenda thereto and filing such documents (in draft or final form) with any appropriate authorities, (i) to submit relevant application to the Stock Exchange(s) for obtaining in-principle approval for the QIP or listing of the Equity Shares, (j) filing of requisite documents/making declarations with the RBI, SEBI, MCA and any other appropriate authorities, and any other deed(s), document(s), declaration(s) as may be required under the applicable laws, signing all deeds, documents and writings, (k) to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the issue of Equity Shares and to agree and accept to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board, (l) to delegate all or any of its powers herein conferred to any director(s), officer(s) or authorised representative(s) of the Company and (m) to give such directions as may be necessary or desirable and 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) 4646 4706

E-mail: secretarial@360.oneWebsite: www.360.one

Date: September 19, 2024

Place: Mumbai

By order of the Board of Directors**For 360 ONE WAM LIMITED****(formerly known as IIFL Wealth Management Limited)****Rohit Bhasse****Company Secretary****ACS – 21409**

NOTES:

1. The Explanatory Statement read with Listing Regulations, 2015 and other applicable laws, setting out material facts relating to the special business mentioned in this Notice is annexed hereto and forms part of the Notice.
2. In compliance with the aforesaid MCA Circulars, the business set out in the Notice will be transacted through electronic voting system only and accordingly, the Company is providing facility of remote e-voting. For this purpose, necessary arrangements have been made by the Company with CDSL in compliance with Section 108 of the Act, read with Regulation 44 of Listing Regulations, 2015, read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended and in terms of extant applicable circulars issued by Securities and Exchange Board of India and Ministry of Corporate Affairs.
3. In compliance with the aforesaid MCA Circulars, the Notice is being sent only through electronic mode to those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e. Friday, September 13, 2024, and whose e-mail addresses are registered with the Company / Depositories. Please also note that those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / Depositories, are also entitled to vote in relation to the resolution as set out in this Notice. 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. A person who is not a Member as on the aforesaid cut-off date should treat this Notice for information purposes only.
4. In accordance with the MCA Circulars, the physical copies of this Postal Ballot Notice, along with postal ballot form and postage pre-paid business reply envelope, are not being sent to any Member. Accordingly, the communication of the assent or dissent of the Members eligible to vote is restricted only to remote e-voting i.e. by casting their votes electronically instead of submitting postal ballot forms. Physical copies of the Notice shall be sent to those Members who request for the same.
5. We encourage Members to support our commitment to environmental protection by choosing to receive the Company communication through e-mail. Accordingly, Members are requested to register / update their e-mail ids in the following manner:
 - a) Members holding shares in dematerialized form, who have not registered / updated their e-mail addresses are requested to register / update their e-mail addresses with their respective Depository Participants (“DPs”); and
 - b) Members holding shares in physical form are requested to register / update their e-mail addresses with Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company (“RTA”) at https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html.
6. Any relevant document(s) as may be referred to in the Notice and the Explanatory Statement, in accordance with the applicable laws, 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 until the last date of remote e-voting. 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.
7. In case of queries / grievances relating to remote 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, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or 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.

8. 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, available at the website of the Company i.e. www.360.one or at website of Securities and Exchange Board of India i.e. www.sebi.gov.in. 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 Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company, in case the shares are held by them in physical form.

9. Voting Instructions

The Company has engaged the services of CDSL to provide the remote e-voting facility. The voting rights of the Member shall be in proportion to their share in paid-up capital of the Company registered in the name of the Member / beneficial owner (in case of shareholding in dematerialised form) as on the cut-off date i.e. Friday, September 13, 2024. A person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Friday, September 13, 2024, only shall be entitled to avail the facility of remote e-voting and cast his votes. The Members are requested to note that once the vote is cast by a Member, he shall not be allowed to change it subsequently or cast the vote again. The manner of remote e-voting by Members is provided in note no. 11 i.e. '**Instructions for remote e-voting**'.

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

Commencement of remote e-voting:	From 9:00 a.m. (IST) on Saturday, September 21, 2024.
End of remote e-voting:	Up to 5:00 p.m. (IST) on Sunday, October 20, 2024.

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. Voting rights through e-voting cannot be exercised by a proxy.

10. Voting Results

- I. The Board of Directors 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 remote e-voting process in a fair and transparent manner. The scrutinizer(s) have communicated their willingness to be appointed and will be available for the said purpose. The scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.
- II. The Scrutinizer, after scrutinizing the votes cast through remote e-voting, will prepare a report in accordance with the applicable laws and shall submit the same to Chairperson of the Company or any other person authorised by him. The results of the remote e-voting along with the scrutinizer's report shall be declared and announced on or before 6:00 p.m. (IST) of Friday, October 25, 2024, at the registered office of the Company and the same shall be communicated to the stock exchanges where the equity shares of the Company are listed viz. BSE Limited and National Stock Exchange of India Limited. Further, the results shall be displayed on the website of the Company viz. www.360.one and on the notice board at the registered office of the Company and also on the website of CDSL viz. www.evotingindia.com.

- III. The Resolution, if passed by the Members by means of Postal Ballot, will be deemed to have been passed at a General Meeting of the Members, on the last date specified by the Company for remote e-voting i.e. Sunday, October 20, 2024.

11. Instructions for remote e-voting

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 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	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 the e-voting page without any further authentication. The users are requested to visit website of CDSL i.e. www.cdslindia.com and click on Login icon and select 'My Easi New (Token)' 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 the e-voting page of the e-voting service provider for casting their vote during the remote e-voting period. Additionally, there is 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 www.cdslindia.com and click on login & 'My Easi New (Token)' Tab and then click on registration option. 4) Alternatively, the user can directly access the e-voting page by providing demat account number and PAN from an e-voting link available on www.cdslindia.com - homepage. The system will authenticate the user by sending OTP on registered mobile & e-mail as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all ESPs.
Individual Shareholders holding securities in demat mode with National Securities Depository Limited ("NSDL")	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 authentication, user will be able to see e-voting services. After clicking on "Access to e-Voting" under e-voting services, user will be able to see e-voting page. Click on company name or ESPs name and user will be re-directed to ESPs website for casting its vote during the remote e-voting period.

	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 his 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.
Individual Shareholders (holding securities in demat mode) login through their DPs	The user can also login using the login credentials of its demat account through its DPs registered with NSDL / CDSL for e-voting facility. After successful login, user will be able to see e-voting option. Once the user clicks on e-voting option, they will be redirected to website of NSDL / CDSL, 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.

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 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 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) Shareholders who have not updated their PAN with the Company / DPs are requested to contact the Company / RTA to seek the sequence number and use the same instead of PAN.
Dividend Bank Details OR Date of Birth	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. 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 resolution contained in this Notice.
- v. Click on the EVSN for the relevant <Company Name> on which the user chooses to vote.
- vi. On the voting page, user will see “RESOLUTION DESCRIPTION” and against the same the option “YES / NO” for voting. Select the option YES or NO as desired. The option YES implies that user assent to the resolution and option NO implies that user dissent to the resolution.
- vii. Click on the “RESOLUTIONS FILE LINK” if user wishes to view the entire resolution details.
- viii. After selecting the resolution, user has decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If user wishes to confirm the vote, click on “OK”, else to change the vote, click on “CANCEL” and accordingly modify the vote.
- ix. Once user “CONFIRM” the vote on the resolution, user will not be allowed to modify the vote.
- x. User can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.
- xi. If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on ‘Forgot Password’ & enter the details as prompted by the system.

There is also an optional provision to upload Board Resolution / Power of Attorney 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/or Power of Attorney 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 at the e-mail address nilesh@ngshah.com 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, for those Members whose e-mail IDs are not registered with the Depositories or the 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 update their e-mail ID and mobile numbers with their respective DPs and then refer to the login method explained at note no. 11 (a) i.e. '**Instructions for remote e-voting**' and may contact the Company at secretarial@360.one in case of any queries.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, SETTING OUT MATERIAL FACTS IN RESPECT OF SPECIAL BUSINESS PROPOSED IN THIS NOTICE ("EXPLANATORY STATEMENT")

As the Members are aware, the Company is inter alia engaged in the business of providing financial services including asset management, wealth management, lending and advisory services through its subsidiaries. The Company requires additional funding for investments in the lending and alternate assets business, pre-payment and/or repayment of debt availed by the Company on a standalone or consolidated basis, working capital requirements of the Company, infusion of funds into its subsidiaries, and financing of business opportunities. It is therefore necessary that the Company should have the necessary approvals for accessing various opportunities for fund raising going forward.

Particulars of the issuance of securities

In accordance with the provisions of the Companies Act, 2013 read with rules framed thereunder ("**Companies Act, 2013**"), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") and such other acts, rules and regulations and subject to such regulatory / statutory approvals as may be applicable, the Board of Directors of the Company at its meeting held on September 19, 2024, subject to the approval of the members of the Company by way of a special resolution, has inter alia approved raising of funds by way of issue of equity shares of the Company on private placement basis to qualified institutional buyers as defined in the SEBI ICDR Regulations, whether or not such QIBs are members of the Company (collectively called "**QIBs**"), through Qualified Institutions Placements ("**QIP**"), for an aggregate amount up to Rs. 2,250 Crores (Rupees Two Thousand Two Hundred and Fifty Crores only), and the proposed issue of equity shares may be consummated in one or more tranches, at such time or times, at such price or prices, at a discount or premium to market price, in such manner and on such terms and conditions as may be deemed appropriate in its absolute discretion by the Board of Directors of the Company (*hereinafter referred to as the "**Board**", which expression shall deem to mean and include a Committee of Directors authorized by the Board of Directors and / or such other persons who may be authorized in this regard by the Board of Directors or such Committee, from time to time to exercise the powers conferred on the Board of Directors including vide the special resolution set out at Item No. 1 of the Notice*) taking into consideration market conditions and other relevant factors and in consultation with the lead manager(s) and / or other advisor(s) appointed in relation to the QIP.

The equity shares to be offered, issued, and allotted by the Company through QIP in terms of this resolution would be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company. The present authorised share capital of the Company is sufficient to accommodate the proposed issue and allotment of equity shares.

The equity share that may be created, offered, issued and allotted by the Company through QIP shall rank *pari-passu* in all respects with the existing equity shares of the Company, including entitlement to dividend. The equity shares to be allotted would be listed on the stock exchanges where the equity shares of the Company are listed. The offer, issue and allotment of equity shares through QIP would be subject to the receipt of the regulatory approvals, if any.

None of the promoters / promoter group / directors / key managerial personnel / senior management of the Company shall be eligible for offer, issue, and allotment of equity shares of the Company through QIP.

Kinds of securities offered, price at which security is being offered and basis or justification of pricing

The Company is eligible to make a qualified institutions placement of its equity shares and it is proposed to create, offer, issue and allot such number of fully paid-up equity shares of the Company of face value Re. 1/- (Rupee One only) each, for cash, at such price or prices as the Board may deem fit in consultation with the lead manager(s) and / or other advisor(s) to be appointed in this regard such that the total amount to be raised through the issue of equity shares shall not exceed Rs. 2,250 Crores (Rupees Two Thousand Two Hundred and Fifty Crores only), inclusive of premium on the face value of the equity shares. The pricing of the equity shares shall be determined in accordance with the relevant provisions

of the SEBI ICDR Regulations, Companies Act, 2013 and any other applicable law. This special resolution enables the Board in consultation with the lead manager(s) and / or other advisor(s) appointed in relation to the QIP and in accordance with applicable law, to offer a discount of not more than 5% or such percentage as may be permitted under applicable law on the floor price determined in accordance with the SEBI ICDR Regulations.

Name of valuer who performed valuation

Not Applicable

Amount of the Offering

This special resolution enables the Board to issue equity shares for an aggregate amount of up to Rs. 2,250 Crores (Rupees Two Thousand Two Hundred and Fifty Crores only).

Relevant Date

The 'relevant date' for the purpose of the pricing of the equity shares to be issued and allotted pursuant to the proposed QIP shall be the date of the meeting in which the Board decides to open the proposed QIP.

Objects of the QIP

The Company shall utilise the proceeds from the issue of equity shares through QIP (after adjustment of expenses related to the offering, if any) ("**Net Proceeds**") for any or all, or any combination of the objects, inter-alia, towards additional investments in the lending and alternate assets business, pre-payment and/or repayment of debt availed by the Company on a standalone or consolidated basis, working capital requirements of the Company, infusion of funds into its subsidiaries, and financing of business opportunities or as may be permissible under the applicable laws and approved by the Board from time to time. Not more than 25% of the proceeds from the issue of equity shares through QIP shall be utilized towards general corporate purposes in such a manner as may be decided by the Board from time to time. The proposed issuance will represent up to 5.33% of the existing equity share capital of the Company (on a fully diluted basis) calculated basis the market price of the equity shares of Company as on the date of the Notice.

The lending business, which is an integral part of the wealth offering, is witnessing significant quality opportunities at healthy spreads, and there is a high potential to grow the book over the next 12 to 18 months. The net worth of the lending entity, 360 ONE Prime Ltd., a wholly owned subsidiary of the Company, as on June 30, 2024, was Rs. 1,497 crores; with a loan book of Rs. 6,485 crores. 360 ONE Prime Ltd. is leveraged, with a debt equity ratio of 4.65, and will need additional capital to capture further growth opportunities.

The alternates asset management business has witnessed substantial growth over the last few years, and Alternative Investment Funds ("**AIF**") assets under management stand at Rs. 40,118 crores as on June 30, 2024. This business continues to see good traction and is expected to sustain its growth momentum. The business requires an investment in the form of sponsor / non-sponsor contributions and accordingly will need additional capital to support the continued growth of the AIF book.

Working Capital requirements in the business primarily arise due to quarterly collection of management fees from clients and trail commissions. This is expected to increase in line with the expected growth of the businesses.

The existing debt equity ratio of the Company (on a consolidated basis) stands at 2.92 as on June 30, 2024. With the proposed capital infusion, the debt equity ratio is expected to improve.

The aforementioned objects are based on management estimates, and other commercial and technical factors and accordingly, are dependent on a variety of factors such as timing of completion of the offering, financial, market and sectoral conditions, business performance and strategy, competition, interest or exchange rate fluctuations and other external factors, which may not be within the control of the Company and may result in rescheduling the proposed schedule for utilization of the Net Proceeds at the discretion of the Board, subject to compliance with applicable laws.

Further details of the utilisation of funds raised pursuant to the Issue will be decided by the Board at their discretion and will be disclosed in issue related documents in accordance with applicable laws.

Pending utilization of the proceeds from the issue of equity shares through QIP, the Company shall invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other investment as permitted under the applicable laws.

As required under SEBI ICDR Regulations and other applicable laws, the Company will be appointing a monitoring agency to monitor the use of proceeds from the issue of equity shares through QIP by the Company till hundred percent of such proceeds have been utilized.

Other material terms

The special resolution proposed is an enabling resolution and the exact price, final list of objects, estimated utilisation of the Net Proceeds, proportion and timing of the issue of the equity shares in one or more tranches and the other detailed terms and conditions for the QIP will be decided by the Board in accordance with the SEBI ICDR Regulations, in consultation with lead manager(s) and / or other advisor(s) appointed in relation to the QIP and such other authorities and agencies as may be required to be consulted by the Company. Also, while the approval is being sought to raise funds up to Rs. 2,250 Crores (Rupees Two Thousand Two Hundred and Fifty Crores only), the Board may choose to raise less than the aforesaid amount.

There will be no change in control over the Company pursuant to the issuance and allotment of equity shares of the Company.

No assets of the Company shall be charged or encumbered as security / collateral for the issue of equity shares through QIP. Save and except the proposed preferential issue of the equity shares approved by the shareholders of the Company at the Annual General Meeting of the Company held on July 11, 2024, the Company has not made any preferential allotment during the current financial year 2024-25, till the date of the Notice.

Further, the Company is yet to identify the QIBs and decide the quantum of equity shares to be issued to them at this point of time. Hence, the details of the proposed allottees including their shareholding in the Company, their ultimate beneficial owners, percentage of their post QIP shareholding and the pre & post QIP shareholding pattern of the Company are not provided. The proposal, therefore, seeks to confer upon the Board the absolute discretion and adequate flexibility to determine the terms of the QIP, including but not limited to the identification of the proposed investors / QIBs in the QIP and quantum of equity shares to be issued and allotted to each such investor / QIB and to take all steps which are consequential, incidental and ancillary, in accordance with the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Companies Act, 2013, the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, and other applicable law.

Section 62(1)(c) of the Companies Act, 2013, read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, inter alia, provides that when it is proposed to increase the subscribed capital of a company by issue of further equity shares, such equity shares may be offered to any persons other than the existing members or employees of the

company if it is authorised by a special resolution. Further, Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, inter alia, provides that a company shall not make an offer or invitation to subscribe to securities through private placement unless the proposal has been previously approved by the shareholders of the company, by a special resolution. Also, Regulation 172 of the SEBI ICDR Regulations, inter alia, provides that a listed entity may make a qualified institutions placement if a special resolution approving such qualified institutions placement has been passed by its shareholders. Article 6 of the Articles of Association of the Company authorises the Board of Directors of the Company to issue equity shares of the Company to any person subject to approval of members by way of special resolution and compliance with the applicable laws.

Accordingly, the approval of the members of the Company by way of special resolution as set out at Item No. 1 of the Notice, is sought for the Board to decide on the proposed issue and allotment of the equity shares on private placement basis to QIBs through QIP to the extent and in the manner stated in the said special resolution, pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules framed thereunder, the SEBI ICDR Regulations and the Articles of Association of the Company.

Schedule of the offering

The detailed terms and conditions for the offering of the equity shares through QIP will be determined in consultation with the advisors, lead managers and underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements. If approved by members of the Company, allotment of equity shares pursuant to the QIP shall be completed within 365 days from the date of passing of this special resolution.

The proposed QIP is in the interest of the Company and the Board recommends the resolution set out in Item No. 1 of the Notice for approval by members of the Company by way of a special resolution.

Interest of Promoter, Directors and Key Managerial Personnel

None of the Directors or Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in passing of the special resolution set out at Item No. 1 of the Notice, except to the extent of their shareholding, if any, in the Company and to the extent of equity shares that may be subscribed by any QIBs in which they are directors or members.

Registered Office:

360 ONE Centre, Kamala City, Senapati Bapat Marg,
Lower Parel, Mumbai – 400 013
Tel: (+91-22) 4876 5600, Fax: (+91-22) 4646 4706
E-mail: secretarial@360.one
Website: www.360.one
Date: September 19, 2024
Place: Mumbai

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

**Rohit Bhase
Company Secretary
ACS – 21409**

ANNEXURE A TO THE NOTICE

Key details regarding the Postal Ballot

S. N.	Particulars	Details
1	E-mail ID for posting queries	secretarial@360.one
2	Link for remote e-voting	www.evotingindia.com
3	Helpline number for remote e-voting	In case of queries / grievances relating to remote 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, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or e-mail to the Company at secretarial@360.one or call on (+91-22) 4876 5600 or contact Mr. Rohit Bhave, Company Secretary, at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai - 400013.
4	Cut-off date for dispatch of the Notice	Friday, September 13, 2024
5	Cut-off date for determining eligibility of the Members for remote e-voting	Friday, September 13, 2024
6	Remote e-voting period	Commences from 9:00 a.m. (IST) on Saturday, September 21, 2024 Ends on 5:00 p.m. (IST) on Sunday, October 20, 2024
7	Declaration and announcement of results of remote e-voting	On or before 6:00 p.m. (IST) of Friday, October 25, 2024
8	Registrar and Transfer Agent – Contact details	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
9	360 ONE WAM LIMITED – Contact details	Mr. Rohit Bhave Company Secretary 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai – 400013 Tel: (+91-22) 4876 5600, Fax: (+91-22) 4646 4706 E-mail: secretarial@360.one