

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

NOTICE OF THE SEVENTEENTH ANNUAL GENERAL MEETING

The notice ("**Notice**") is hereby given that the Seventeenth Annual General Meeting ("**AGM**") of the Members of 360 ONE WAM LIMITED ("**Company**" and formerly known as IIFL Wealth Management Limited) will be held on Thursday, July 11, 2024, at 4:00 p.m. (IST) through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements (standalone) of the Company for the financial year ended March 31, 2024, together with the Board's and Auditors' Reports thereon and, in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited financial statements (standalone) of the Company for the financial year ended March 31, 2024, together with the Board's and the Auditors' Reports thereon, be and are hereby considered and adopted."

2. To consider and adopt the audited financial statements (consolidated) of the Company for the financial year ended March 31, 2024, together with the Auditors' Report thereon and, in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited financial statements (consolidated) of the Company for the financial year ended March 31, 2024, together with the Auditors' Report thereon, be and are hereby considered and adopted."

SPECIAL BUSINESS:

3. **Mr. Nirmal Jain (DIN: 00010535), Director liable to retire by rotation, who does not seek re-appointment**

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

"RESOLVED THAT the vacancy caused by retirement of Mr. Nirmal Jain (DIN: 00010535), Director who does not wish to be considered for re-appointment, be not filled up."

4. **Mr. Venkataraman Rajamani (DIN: 00011919), Director liable to retire by rotation, who does not seek re-appointment**

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

"RESOLVED THAT the vacancy caused by retirement of Mr. Venkataraman Rajamani (DIN: 00011919), Director who does not wish to be considered for re-appointment, be not filled up."

5. 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”**), and stock exchanges where the equity shares of the Company are listed (**“Stock Exchanges”**);

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 RBI, SEBI and Stock Exchanges, 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, 3,590,000 (three million five hundred and ninety thousand only) 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. 779.93/- (Rupees seven hundred seventy-nine and paise ninety-three only) per equity share which is the price determined in accordance with Chapter V of the ICDR Regulations (**“Floor Price”**), to Times Internet Limited (Corporate Identification Number - U74999DL1999PLC135531) (**“Proposed Allottee”**), for consideration other than cash, being discharge of part payment of the total consideration of Rs. 3,658,268,700/- (Rupees three billion six hundred fifty-eight million two hundred sixty-eight thousand seven hundred only), payable to the **Proposed Allottee**, for the acquisition of entire paid-up equity share capital of Moneygoals Solutions Limited (Corporate Identification Number - U67190DL2016PLC291833) (**“MGSL”**) on a fully diluted basis (**“Sale Shares”**) from the Proposed Allottee (**“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 Allottee and the number of equity shares of the Company proposed to be issued is set forth in the below table:

S.N.	Name and address of the Proposed Allottee	No. of equity shares proposed to be issued
1	Times Internet Limited, Express Building, 9-10 Bahadurshah Zafar Marg, New Delhi, India, 110002	3,590,000
	Total	3,590,000

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 Tuesday, June 11, 2024, being the date 30 (thirty) days prior to the date on which this special resolution by the shareholders is proposed to be passed i.e. Thursday, July 11, 2024.

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

- (a) The Equity Shares 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 acquisition of Sale Shares and / or allotment of Equity Shares from the concerned regulatory or statutory authority (including, but not limited to GOI, RBI, SEBI and Stock Exchanges);
- (b) 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;
- (c) 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-alia executed between the Company, the Proposed Allottee and MGSL in relation to the Acquisition;
- (d) 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
- (e) If the Proposed Allottee fails 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 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 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 and other declarations with the MCA / Registrar of Companies, RBI, SEBI, Stock Exchanges, depositories, Registrar & Share Transfer Agents 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 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 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.”

6. **Alteration of the Articles of Association of the Company to offer Mr. Karan Bhagat the right to nominate himself as a director on the Board of Directors 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 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and all other rules, regulations, guidelines, notifications, as may be applicable to the Company, and subject to the necessary approval(s), permission(s), consent(s) and sanction(s) required, if any, and all other applicable laws and regulations, if any, approval of the members of the Company, be and is hereby accorded for effecting the following amendments to the existing Articles of Association of the Company:

(a) To insert the following new article immediately after Article 79A, as Article 79B, in the existing Articles of Association of the Company, and such insertion coming into effect from the date of passing of this special resolution:

Article 79B: Mr. Karan Bhagat (DIN:03247753) shall have the right to nominate himself as a Director of the Company as long as he is the promoter of the Company or key managerial personnel of the Company or any of its subsidiaries.

RESOLVED FURTHER THAT pursuant to Regulation 31B of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the right granted to Mr. Karan Bhagat (DIN: 03247753) by the Board of Directors of the Company vide its resolution dated June 12, 2024, to nominate himself as a Director of the Company as long as he is the promoter of the Company or key managerial personnel of the Company or any of its subsidiaries, be and is hereby approved by the members of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things, as it may, at its absolute discretion, deem necessary to give effect to this resolution without being required to seek any further consent or approval of the members and 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.”

7. **Alteration of the Articles of Association of the Company to offer Mr. Yatin Shah the right to nominate himself as a director on the Board of Directors 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 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and all other rules, regulations, guidelines, notifications, as may be applicable to the Company, and subject to the necessary approval(s), permission(s), consent(s) and sanction(s) required, if any, and all other applicable laws and regulations, if any, approval of the members of the Company, be and is hereby accorded for effecting the following amendments to the existing Articles of Association of the Company:

(a) To insert the following new article immediately after Article 79B, as Article 79C, in the existing Articles of Association of the Company, and such insertion coming into effect from the date of passing of this special resolution:

Article 79C: Mr. Yatin Shah (DIN: 03231090) shall have the right to nominate himself as a Director of the Company as long as he is the promoter of the Company or key managerial personnel of the Company or any of its subsidiaries.

RESOLVED FURTHER THAT pursuant to Regulation 31B of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the right granted to Mr. Yatin Shah (DIN: 03231090) by the Board of Directors of the Company vide its resolution dated June 12, 2024, to nominate himself as a Director of the Company as long as he is the promoter of the Company or key managerial personnel of the Company or any of its subsidiaries, be and is hereby approved by the members of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things, as it may, at its absolute discretion, deem necessary to give effect to this resolution without being required to seek any further consent or approval of the members and 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.”

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: June 18, 2024
Place: Mumbai

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

**Rohit Bhase
Company Secretary
ACS – 21409**

IMPORTANT NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 9/2023 dated September 25, 2023 and all the other applicable circulars issued in this regard (“MCA Circulars”), has inter alia allowed companies to conduct annual 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/DDHS/P/CIR/2023/0164 dated October 6, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and all the other applicable circulars issued in this regard (“SEBI Circulars” and collectively with MCA Circulars “MCA and SEBI Circulars”), has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations, 2015”) due to COVID-19 pandemic. Accordingly, the seventeenth AGM 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 AGM through VC / OAVM. Members are requested to refer to “Annexure A” containing key details regarding the AGM 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, setting out material facts relating to the special business(es) to be transacted at the AGM, under agenda Item No. 3 to 7 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 AGM viz. remote e-voting and e-voting during AGM in compliance with Section 108 of the Companies Act, 2013, read with Regulation 44 of Listing Regulations, 2015 and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020. In terms of provisions of Section 107 of the Companies Act, 2013, the resolution(s) as set out in the Notice are being proposed to be carried through e-voting and therefore the said resolution(s) will not be decided on a show of hands at the AGM. In terms of the applicable MCA and SEBI Circulars, the Board recommends the resolution(s) at agenda Item No. 1 to 7 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 AGM. Corporate members intending to attend the AGM 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 AGM 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 AGM 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 AGM SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY.**

6. In compliance with the aforesaid MCA and SEBI Circulars, Notice along with the Annual Report for financial year 2023-24 ("**Annual Report**"), 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 along with the Annual Report 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 along with the Annual Report will be sent to those members who request for the same.

The Notice along with the Annual Report is sent to those Members who hold shares as on the cut-off date i.e. Friday, June 7, 2024. 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 AGM in accordance with the 'Instructions for remote e-voting, joining AGM through VC / OAVM and e-voting during the AGM' 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 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 AGM 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, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and the Certificate from Secretarial Auditors of the Company certifying that the employee stock options schemes of the Company are implemented 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 upto the date of the AGM i.e. Thursday, July 11, 2024, (including during the AGM). 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 Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company, in case the shares are held by them in physical form.

The Company has disclosed the statement(s) containing the names, last known addresses of those Members whose (a) dividend(s) are unclaimed / unpaid and/or (b) shares are unclaimed, on the Company's website at www.360.one.

Members wishing to claim such unclaimed / unpaid dividends and unclaimed shares are requested to verify the details of their unclaimed dividend from the Company's website and lodge their claim by contacting Link Intime India Private Limited by using the link https://liiplweb.linkintime.co.in/rnthelpdesk/Service_Request.html or the Company at secretarial@360.one.

10. Regulation 40 of Listing Regulations, 2015, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division / consolidation of share certificates, etc. In view of this, Members holding shares in physical form are requested to submit duly filled Form ISR-4 for the above mentioned service requests and are also requested to consider converting their holdings to demat mode. Members can contact the Company or Registrar and Share Transfer Agent, for assistance in this regard.
11. Members are requested to address all correspondence, including for transfer / transmission of shares, dividend related matters to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company by 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 AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, 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 Wednesday, July 10, 2024. The same will be replied by the Company suitably. If any Members wish to express their views or ask questions at the AGM, 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 Tuesday, July 9, 2024, will be considered and responded to during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM.
13. The Audited Financial Statements of the Company and its subsidiary companies are available on the website of the Company viz. www.360.one.
14. **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. Thursday, July 4, 2024. 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. Thursday, July 4, 2024, only shall be entitled to avail the facility of e-voting / e-voting during the AGM. 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 AGM, provided that votes are not cast by remote e-voting prior to the Meeting. The manner of remote e-voting and e-voting during AGM by members is provided in the 'Instructions for remote e-voting, joining AGM through VC / OAVM and e-voting during the AGM' 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 Sunday, July 7, 2024

End of e-voting: Up to 5:00 p.m. (IST) on Wednesday, July 10, 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.

15. 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 AGM, will prepare a consolidated scrutinizer's report in accordance with the 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. The same shall simultaneously be communicated to the stock exchanges where the securities of the Company are listed viz. BSE Limited and National Stock Exchange of India Limited.
- iii. Subject to receipt of requisite number of votes, the resolution(s) forming part of the Notice ("**Resolution(s)**") shall be deemed to be passed on the date of the AGM i.e. Thursday, July 11, 2024.
- iv. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company.

16. Instructions for remote e-voting, joining AGM through VC / OAVM and e-voting during the AGM

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 AGM 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

	<p>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 AGM through VC / OAVM & e-voting during the AGM. 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.</p> <ol style="list-style-type: none"> 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.
<p>Individual Shareholders holding securities in demat mode with National Securities Depository Limited ("NSDL")</p>	<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.nsd.com either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. The user will have to enter its User ID and Password. After successful authentication, 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 AGM through VC / OAVM & e-voting during the AGM. 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. 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 AGM through VC / OAVM & e-voting during the AGM.
<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 AGM through VC / OAVM & e-voting during the AGM.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 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 AGM 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 AGM through VC / OAVM and e-voting during the AGM 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 AGM through VC / OAVM and e-voting during the AGM' 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 AGM through VC / OAVM and e-voting during the AGM**
- i. The procedure for e-voting at the AGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those Members, attending the AGM 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 AGM.
- iii. If any votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the AGM 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 AGM through VC / OAVM**
- i. The link for VC / OAVM to attend AGM 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 AGM. The Members can join the AGM through VC / OAVM mode by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available to atleast 1000 Members on first come first served basis. However, the large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizer are allowed to attend the meeting without restriction on account of first come first served basis.
- 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 AGM.
- 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 AGM can send an e-mail to helpdesk.evoting@cdslindia.com or contact on toll free number on 1800 22 55 33.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, READ WITH RULES FRAMED THEREUNDER AND OTHER APPLICABLE LAWS, SETTING OUT MATERIAL FACTS IN RESPECT OF SPECIAL BUSINESS(ES) TO BE TRANSACTED AT THE SEVENTEENTH ANNUAL GENERAL MEETING (“EXPLANATORY STATEMENT”)

The following statement sets out all the material facts relating to Item No. 3 to 7 mentioned in the accompanying Notice.

Item No. 3 and 4 - Mr. Nirmal Jain (DIN: 00010535) and Mr. Venkataraman Rajamani (DIN: 00011919), Directors liable to retire by rotation, who do not seek re-appointment

Mr. Nirmal Jain (DIN: 00010535) and Mr. Venkataraman Rajamani (DIN: 00011919) are members of Board as Non-Executive Directors since the incorporation of the Company. During their tenure of office, they have made distinct and immense contributions to the growth of the Company.

As per the provisions of Section 152 of the Companies Act, 2013, Mr. Nirmal Jain and Mr. Venkataraman Rajamani are liable to retire by rotation at this AGM and in view of their personal commitments, they have conveyed that they do not wish to be considered for re-appointment as directors of the Company.

The Board places on record the valuable guidance, support and advice extended by Mr. Nirmal Jain and Mr. Venkataraman Rajamani during their tenure. Considering the present composition of the Board of Directors of the Company, the Board does not propose to fill the vacancy arising from the retirement of Mr. Nirmal Jain and Mr. Venkataraman Rajamani.

Accordingly, the Board recommends the resolutions set out in Item Nos. 3 and 4 of the Notice for approval by shareholders of the Company by way of ordinary resolutions.

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 resolutions set out at Item No. 3 and 4 of the Notice, except to the extent of their shareholding, if any, in the Company.

Item No. 5 - 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 June 12, 2024, has approved acquisition of entire paid up equity share capital of Moneygoals Solutions Limited (“MGSL” and bearing CIN: U67190DL2016PLC291833) on a fully diluted basis (“Sale Shares”) from MGSL’s holding company i.e. Times Internet Limited (“Proposed Allottee” and bearing CIN: U74999DL1999PLC135531) (“Acquisition”) wherein the total purchase consideration of Rs. 3,658,268,700/- (Rupees three billion six hundred fifty-eight million two hundred sixty-eight thousand seven hundred only) (“Total Consideration”) will be discharged in the following manner subject to necessary approval(s) of the Reserve Bank of India (“RBI”), Securities and Exchange Board of India (“SEBI”), Stock Exchanges, and other concerned regulatory authorities:

- (a) partly by payment of cash consideration amounting to Rs. 858,320,000/- (Rupees eight hundred and fifty-eight million three hundred twenty thousand only) to the Proposed Allottee; and
- (b) partly by issuance of equity shares for consideration other than cash i.e. by issuance and allotment of 3,590,000 (three million five hundred and ninety thousand) fully paid-up equity shares of the Company of face value Re. 1/- (Rupee one only) (“Equity Shares”) at a price of Rs. 779.93/- (Rupees seven hundred seventy-nine and paise ninety-three only) per equity share (“Floor Price”) to the Proposed Allottee, 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.

MGSL provides business advisory, product management and other business support services. Banayantree Services Limited (“BTSL” and having CIN U67190DL2016PLC300962) is a wholly owned subsidiary of MGSL. MGSL and BTSL under the brand name “ET Money” are into digital distribution of financial products like MF, FD, NPS, Insurance and offers Registered Investment Advisor services for investment in stocks and mutual funds. The acquisition will aid in completing the flywheel across client segments for 360 ONE and reinforcing its position as India’s premier wealth manager. The Acquisition allows 360 ONE and MGSL (alongwith BTSL) to leverage their product suite, domain understanding of the business, portfolio advisory solutions, brokerage services and credit solutions to a large user base. The Acquisition is expected to result into a strong and faster path of monetization for MGSL across both users as well as product offerings. MGSL and BTSL’s businesses thus have significant synergies with product offerings of the Company and its subsidiaries.

Presently, entire paid-up share capital of MGSL is held by the Proposed Allottee. Accordingly, for the purpose of the Acquisition, the Company is proposing to issue and allot Equity Shares to the Proposed Allottee.

The issue and allotment of the Equity Shares by the Company and purchase of the Sale Shares from the Proposed Allottee 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 inter-alia between the Company, MGSL and the Proposed Allottee (“SPSSA”) on June 12, 2024 and subject to the receipt of necessary approvals from the statutory authorities (like RBI, SEBI), the Stock Exchanges and the depositories.

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, MGSL will become a wholly-owned subsidiary of the Company and BTSL will become the step down wholly owned subsidiary 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 MGSL from the Proposed Allottee by proposed issuance and allotment of 3,590,000 (three million five hundred and ninety thousand) equity shares of the Company having face value Re. 1/- (Rupee one only) at a price of Rs. 779.93/- (Rupees seven hundred seventy-nine and paise ninety-three only) per equity share to the Proposed Allottee, being part payment towards discharge of the Total Consideration payable to the Proposed Allottee for the Acquisition.

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

The Company proposes to issue and allot 3,590,000 (three million five hundred and ninety thousand) fully paid up equity shares of the Company having a face value Re. 1/- (Rupee one only) at a price of Rs. 779.93/- (Rupees seven hundred seventy-nine and paise ninety-three 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 3,590,000 (three million five hundred and ninety thousand) fully paid up equity shares of the Company having a face value Re. 1/- (Rupee one only) at a price of Rs. 779.93/- (Rupees seven hundred seventy-nine and paise ninety-three only) per equity share (“**Floor Price**”). The pricing for the proposed allotment of 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 Company are listed on BSE Limited 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 Tuesday, June 11, 2024, 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. 749.85/- (Rupees seven hundred forty nine and paise eighty five 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. 779.93/- (Rupees seven hundred seventy-nine and paise ninety-three 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. 779.93/- (Rupees seven hundred seventy-nine and paise ninety-three only), which is the price computed as per the pricing formula prescribed under the ICDR Regulations and which is at a premium of Rs. 778.93/- (Rupees seven hundred seventy-eight and paise ninety-three only).

The valuation of the Equity Shares has been performed by Ernst & Young Merchant Banking Services LLP (an independent registered valuer under the provisions of Companies Act, 2013 with registration no. IBBI/RV-E/05/2021/155 and a SEBI registered category I Merchant Banker) ("**EY**") having its office at 14th Floor, the Ruby, 29, Senapati Bapat Marg, Dadar (West), Mumbai – 400028, vide valuation report dated June 11, 2024, which includes justification for the valuation. Further, EY have also undertaken independent valuation of the Sale Shares of MGSL.

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 Tuesday, June 11, 2024, being the date 30 (thirty) days prior to the date on which this special resolution by the shareholders is proposed to be passed i.e. Thursday, July 11, 2024.

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 Times Internet Limited ("**Proposed Allottee**"), a company incorporated under the provisions of Companies Act, 1956, bearing CIN U74999DL1999PLC135531, and the holding company of MGSL, towards discharge of part payment of the Total Consideration. 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 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 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 acquisition of Sale Shares and/or allotment of Equity Shares from the concerned regulatory or statutory authority (including, but not limited to GOI, RBI, 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 Times Internet Limited ("**Proposed Allottee**") and will constitute 0.98% of the post preferential offer paid-up equity share capital of the Company that may be held by Times Internet Limited.

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 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:

Save and except the preferential issue of the Equity Shares as proposed in the resolution set out in the Notice, the Company has not made any preferential allotment during the current financial year 2024-25.

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 MGSL from its holding company i.e. Proposed Allottee. Pursuant to the SPSSA inter alia executed between the Company, MGSL and Proposed Allottee, the Company proposes to discharge the part payment of the Total Consideration payable to the Proposed Allottee 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 valuation reports dated June 11, 2024, issued by Ernst & Young Merchant Banking Services LLP (an independent registered valuer under the provisions of Companies Act, 2013 with registration no. IBBI/RV-E/05/2021/155 and a SEBI registered category I Merchant Banker) ("**EY**") having its office at 14th Floor, the Ruby, 29, Senapati Bapat Marg, Dadar (West), Mumbai – 400028.

13. Shareholding Pattern before and after the issue:

Sr. No.	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	10.8%	3,89,54,764	10.7%
	Bodies corporate	1,83,49,594	5.1%	1,83,49,594	5.0%
	Sub-Total	5,73,04,358	15.9%	5,73,04,358	15.7%

2	Foreign Promoters	-	0.0%	-	0.0%
	Sub-Total (A)	5,73,04,358	15.9%	5,73,04,358	15.7%
B	Non-promoters' holding				
1	Institutional investors				
(a)	Mutual Funds/UTI	2,47,48,685	6.9%	2,47,48,685	6.8%
(b)	Alternate Investment Funds	62,51,920	1.7%	62,51,920	1.7%
(c)	Foreign Portfolio Investors (FPI)	12,35,76,707	34.2%	12,35,76,707	33.9%
(d)	Financial Institutions/ Banks (incl Foreign Banks)	-	0.0%		0.0%
(e)	Insurance Companies	16,66,744	0.5%	16,66,744	0.5%
2	Non-institution				
(a)	NBFCs registered with RBI	585	0.0%	585	0.0%
(b)	Private Bodies Corporate (including Clearing members & LLP)	39,95,422	1.1%	75,85,422	2.1%
(c)	Directors and relatives (excluding Promoter Directors but including relatives of Promoter Directors)	9,47,180	0.3%	9,47,180	0.3%
(d)	Indian public (Individual & HUF)	3,44,43,536	9.5%	3,44,43,536	9.4%
(e)	Government	-	0.0%		0.0%
3	Others:				
(a)	NRIs	62,06,476	1.7%	62,06,476	1.7%
(b)	Trust	81,981	0.0%	81,981	0.0%
(c)	IEPF	14,676	0.0%	14,676	0.0%
(d)	Foreign Companies	10,20,20,216	28.2%	10,20,20,216	28.0%
(e)	Foreign Nationals, FPI (Individual) and Overseas Bodies Corporates	-	0.0%	-	0.0%
	Sub-Total (B)	30,39,54,128	84.1%	30,75,44,128	84.3%
	GRAND TOTAL (A + B)	36,12,58,486	100.0%	36,48,48,486	100.0%

*The pre-issue shareholding pattern is as on Friday, June 7, 2024.

**In the event of allotment of ESOPs from the date of this notice to the date of allotment of Equity Shares 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:

Based on the confirmation received from the Proposed Allottee, the following natural persons are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee (i.e. Times Internet Limited):

Mr. Vineet Jain,
 Mr. Satyan Gajwani,
 Mr. Joy Basu,
 Mr. Rakesh Sony,
 Mr. Subramanian Narayanan,
 Mr. Richard B Saldanha,
 Ms. Mitu Samarnath Jha

- 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, it will continue to be a 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-163\(2\)_of_ICDR_Regulations_2018.pdf](https://www.primeinfobase.in/ir_download/PPN_CORP_ANNOUNCEMENTS/360ONE_Certificate_by_PCS-163(2)_of_ICDR_Regulations_2018.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 June 12, 2024, approved issuance of the Equity Shares to the Proposed Allottee by way of preferential issue for consideration other than cash, being part payment towards discharge of the Total Consideration, payable to the Proposed Allottee for the Acquisition.
- 18. Name and address of the valuer who performed the valuation:**
The valuation of the Equity Shares has been performed by Ernst & Young Merchant Banking Services LLP (an independent registered valuer under the provisions of Companies Act, 2013 with registration no. IBBI/RV-E/05/2021/155 and a SEBI registered category I Merchant Banker) ("**EY**") having its office at 14th Floor, the Ruby, 29, Senapati Bapat Marg, Dadar (West), Mumbai – 400028, vide valuation report dated June 11, 2024, which includes justification for the valuation. Further, EY have also undertaken independent valuation of the Sale Shares of MGSL.
- 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 Allottee 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 Allottee 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:
(i) 1,795,000 (one million seven hundred ninety five thousand) 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;
(ii) 1,795,000 (one million seven hundred ninety five thousand) equity shares shall be subject to a lock-in period 12 (twelve) months from the date of completion of the transaction.
- The Proposed allottee did not hold any share 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 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 under 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 ninety (90) 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.

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 Allottee 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. 5 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. 5 of the Notice, except to the extent of their shareholding, if any, in the Company.

Item No. 6 - Alteration of the Articles of Association of the Company to offer Mr. Karan Bhagat the right to nominate himself as a director on the Board of Directors of the Company

The Board at its meeting held on June 12, 2024, approved execution of a letter for termination of the shareholders' agreement dated October 24, 2015, ("**Shareholders' Agreement**") between the Company, Mr. Karan Bhagat, Mr. Yatin Shah, Mr. Nirmal Jain and Mr. Venkataraman Rajamani ("**Termination Letter**"). The Termination Letter was accordingly executed on June 12, 2024, and the Shareholders' Agreement stood terminated with effect from same date. Vide the Termination Letter, Mr. Karan Bhagat surrendered his rights under the Shareholders' Agreement, including the right to nominate himself on the Board of Directors of the Company. Consequently, the right of Mr. Karan Bhagat to nominate himself as a Director of the Company specified in the erstwhile Articles of Association of the Company also stood omitted.

In light of the above and taking into consideration his role as a continuing promoter and founder of the Company, the Board at its meeting held on June 12, 2024, considered, and subject to the approval of the members of the Company, approved offering of right to Mr. Karan Bhagat to nominate himself on the board of directors of the Company as long as he is the promoter of the Company or key managerial personnel of the Company or any of its subsidiaries and the consequential amendment to the Articles of Association of the Company to incorporate the aforesaid right therein.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, alteration of the articles of association of a company requires the approval of its members by way of a special resolution at a general meeting. Further, such right of Mr. Karan Bhagat to nominate himself on the Board of Directors is subject to the approval by the members of the Company in a general meeting by way of a special resolution once in every five (5) years starting from the date of grant of the aforementioned right in accordance with and subject to the provisions of Regulation 31B of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations, 2015**"). In view of this, the resolution for approval of alteration of the Articles of Association is proposed for the consideration of the members of the Company and seeking their approval thereto.

Accordingly, the Board recommends the resolution set out in Item No. 6 of the Notice for approval by shareholders of the Company by way of a special resolution.

A copy of the proposed amended Articles of Association will be made available for inspection to a member upon making a request in the manner as specified in Note No. 8 of this Notice.

Mr. Karan Bhagat is interested in the resolution set out at Item No. 6 of the Notice. Relatives of Mr. Karan Bhagat may be deemed to be interested in this resolution to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other 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. 6 of the Notice.

Item No. 7 - Alteration of the Articles of Association of the Company to offer Mr. Yatin Shah the right to nominate himself as a director on the Board of Directors of the Company

The Board at its meeting held on June 12, 2024, approved execution of a letter for termination of the shareholders' agreement dated October 24, 2015, ("**Shareholders' Agreement**") between the Company, Mr. Karan Bhagat, Mr. Yatin Shah, Mr. Nirmal Jain and Mr. Venkataraman Rajamani ("**Termination Letter**"). The Termination Letter was accordingly executed on June 12, 2024, and the Shareholders' Agreement stood terminated with effect from same date. Vide the Termination Letter, Mr. Karan Bhagat surrendered his rights under the Shareholders' Agreement, including the right to nominate himself on the Board of Directors of the Company. Consequently, the right of Mr. Yatin Shah to nominate himself as a Director of the Company specified in the erstwhile Articles of Association of the Company also stood omitted.

In light of the above and taking into consideration his role as a continuing promoter and founder of the Company, the Board at its meeting held on June 12, 2024, considered, and subject to the approval of the members of the Company, approved offering of right to Mr. Yatin Shah to nominate himself on the board of directors of the Company as long as he is the promoter of the Company or key managerial personnel of the Company or any of its subsidiaries and the consequential amendment to the Articles of Association of the Company to incorporate the aforesaid right therein.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, alteration of the articles of association of a company requires the approval of its members by way of a special resolution at a general meeting. Further, such right of Mr. Yatin Shah to nominate himself on the Board of Directors is subject to the approval by the members of the Company in a general meeting by way of a special resolution once in every five (5) years starting from the date of grant of the aforementioned right in accordance with and subject to the provisions of Regulation 31B of the Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (**“Listing Regulations, 2015”**). In view of this, the resolution for approval of alteration of the Articles of Association is proposed for the consideration of the members of the Company and seeking their approval thereto.

Accordingly, the Board recommends the resolution set out in Item No. 7 of the Notice for approval by shareholders of the Company by way of a special resolution.

A copy of the proposed amended Articles of Association will be made available for inspection to a member upon making a request in the manner as specified in Note No. 8 of this Notice.

Mr. Yatin Shah is interested in the resolution set out at Item No. 7 of the Notice. Relatives of Mr. Yatin Shah may be deemed to be interested in this resolution to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other 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. 7 of the Notice.

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: June 18, 2024

Place: Mumbai

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

**Rohit Bhave
Company Secretary
ACS – 21409**

ANNEXURE A TO THE NOTICE

Below are the key details regarding the AGM scheduled on Thursday, July 11, 2024, at 4:00 p.m. (IST) for ease of reference:

S. N.	Particulars	Details
1	Link for participation through VC / OAVM	www.evotingindia.com EVSN : 240613010
2	E-mail ID for posting queries of AGM and speaker registration and period of registration	secretarial@360.one Period of speaker registration: On or before 3:00 p.m. (IST) on Tuesday, July 9, 2024 Period of posting queries: On or before 3:00 p.m. (IST) on Wednesday, July 10, 2024
3	Link for remote e-voting	www.evotingindia.com
4	Username and password for VC	Members may attend the AGM 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 22 5533 or contact Mr. Rakesh Dalvi, Sr. Manager, CDSL at A Wing, 25 th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or may e-mail to the Company at secretarial@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.
6	Cut-off date for dispatch of the Notice and Annual Report	Friday, June 7, 2024
7	Cut-off date for e-voting	Thursday, July 4, 2024
8	Time period for remote e-voting	Commences on: Sunday, July 7, 2024 (9:00 a.m. IST) Ends on: Wednesday, July 10, 2024 (5:00 p.m. IST)
9	Registrar and Transfer Agent – Contact details	Link Intime India Private Limited C 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai – 400 083 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 Bhave 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