

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 SIXTEENTH ANNUAL GENERAL MEETING

The notice ("**Notice**") is hereby given that the Sixteenth 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 Monday, August 21, 2023, at 3:00 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, 2023, 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, 2023, 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, 2023, 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, 2023, together with the Auditors' Report thereon, be and are hereby considered and adopted."

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

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

4. To appoint a director in place of Mr. Yatin Shah (DIN: 03231090), who retires by rotation and being eligible, offers himself for re-appointment and, in this regard, to consider and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder, Mr. Yatin Shah (DIN: 03231090) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

5. Approval for formation of 360 ONE Employee Stock Option Scheme 2023 for the employees of the Company

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 62 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules framed thereunder (including any 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 (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, read with all circulars and notifications issued thereunder (**“SBESE Regulations”**);
4. 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 (**“LODR Regulations”**);
5. Foreign Exchange Management Act, 1999, as amended from time to time, read with rules and regulations framed and circulars and notifications issued thereunder (**“FEMA”**);
6. circulars / guidelines / notifications / frequently asked questions issued thereunder, as amended from time to time by Ministry of Corporate Affairs (**“MCA”**) and Securities and Exchange Board of India (**“SEBI”**); and
7. such other laws, rules, regulations, notifications, guidelines etc. applicable in this regard, from time to time; 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 the stock exchanges, SEBI and / or the Reserve Bank of India 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 the **“Board”**, which term shall deem to include the Nomination and Remuneration Committee constituted by the Board of Directors under Regulation 19 of LODR Regulations, or any other committee authorized by the Board from time to time to exercise the powers conferred on the Board vide this resolution and / or such other persons who may be authorized in this regard by the Board or the Nomination and Remuneration Committee), the consent of the shareholders be and is hereby accorded to adopt, introduce, implement and administer **“360 ONE Employee Stock Option Scheme 2023”** (**“360 ONE ESOS 2023”** or **“Scheme”**), the salient features of which are furnished in the Explanatory Statement and to create, grant, offer, issue and allot, directly, at any time, to the present and / or future employees exclusively working with the Company, in India or abroad and / or directors (whether a whole time director or not and including a non-executive director) as permitted under applicable laws but excluding:
 - (a) independent director,
 - (b) director or employee who is a promoter or a person belonging to the promoter group,
 - (c) director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the company, and
 - (d) such other person(s) who may be restricted from receiving the grant of employee stock options under applicable laws from time to time, (hereinafter referred to as **“Employees”**);

under 360 ONE ESOS 2023, upto 1,16,00,000 (One Crore Sixteen Lakhs) equity shares of the Company of face value of Re. 1/- only (Rupee One Only), each fully paid-up, which shall rank pari-passu in all respect with then existing equity shares of the Company, as employee stock options (**“Options”**) convertible into an equal number of equity shares of the Company, in one or more tranches, at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the extant applicable laws and the Scheme.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split / consolidation of shares, change in capital structure, merger / demerger, the outstanding Options, granted or Options to be granted, under the Scheme shall be suitably adjusted for such number of Options / equity shares and / or the exercise price, as may be required and that the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under the SBEBSE Regulations and other applicable laws, so as to ensure passing of fair and equitable benefits under the Scheme.

RESOLVED FURTHER THAT subject to the terms as approved by the shareholders, the Board be and is hereby authorised to implement, form, decide upon and bring into effect 360 ONE ESOS 2023 on such terms and conditions as contained in explanatory statement and to modify, change, vary, alter, amend, suspend, withdraw or terminate 360 ONE ESOS 2023 subject to compliance with the SBEBSE Regulations, the Act and other applicable laws.

RESOLVED FURTHER THAT for the purpose of implementation and administration of the Scheme and generally for giving effect to this resolution, the Board be and is hereby authorized, on behalf of the Company, to submit, seek and obtain approvals including in-principle & listing approvals of the Scheme and the equity shares as may be allotted thereunder from time to time from the stock exchanges, to appoint one or more third party advisors / agencies as may be required, to generally take all such steps and to do all such incidental or ancillary acts, deeds, matters and things including but not limited to framing rules / policies / procedures relating to taxation matters arising out of grant / exercise of Options, to negotiate, execute, sign and deliver all such deeds, documents, instruments, letters and writings as it may in its absolute discretion deem necessary or desirable including any amendments and alterations thereto and to settle any questions, difficulties or doubts that may arise in this regard, without being required to seek any further consent or approval of the shareholders of the Company.”

6. Approval for formation of 360 ONE Employee Stock Option Scheme 2023 for the employees of the subsidiary company(ies) of the Company

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 62 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules framed thereunder (including any 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 (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, read with all circulars and notifications issued thereunder (**“SBEBSE Regulations”**);
4. 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 (**“LODR Regulations”**);
5. Foreign Exchange Management Act, 1999, as amended from time to time, read with rules and regulations framed and circulars and notifications issued thereunder (**“FEMA”**);
6. circulars / guidelines / notifications / frequently asked questions issued thereunder, as amended from time to time by Ministry of Corporate Affairs (**“MCA”**) and Securities and Exchange Board of India (**“SEBI”**) and
7. such other laws, rules, regulations, notifications, guidelines etc. applicable in this regard, from time to time;

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 the stock exchanges, SEBI and/or the Reserve Bank of India 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 the **“Board”**, which term shall deem to include the Nomination and Remuneration Committee constituted by the Board of Directors under Regulation 19 of LODR Regulations, or any other committee authorized by the Board from time to time to exercise the powers conferred on the Board vide this resolution and / or such other persons who may be authorized in this regard by the Board or the Nomination and Remuneration Committee), the consent of the shareholders be and is hereby accorded to adopt, introduce, implement and administer **“360 ONE Employee Stock Option Scheme 2023” (“360 ONE ESOS 2023” or “Scheme”)**, the salient features of which are furnished in the Explanatory Statement and to create, grant, offer, issue and allot, directly, at any time, to the present and / or future employees exclusively working with any present and / or future subsidiary company(ies) of the Company, in India or abroad and / or their directors (whether a whole time director or not and including a non-executive director) as permitted under applicable laws but excluding:

- (a) independent director,
- (b) director or employee who is a promoter or a person belonging to the promoter group,
- (c) director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the company, and
- (d) such other person(s) who may be restricted from receiving the grant of employee stock options under applicable laws from time to time, (hereinafter referred to as **“Employees”**);

under 360 ONE ESOS 2023, upto 1,16,00,000 (One Crore Sixteen Lakhs) equity shares of the Company of face value of Re. 1/- only (Rupee One Only), each fully paid-up, which shall rank pari-passu in all respect with then existing equity shares of the Company, as employee stock options (**“Options”**) convertible into an equal number of equity shares of the Company, in one or more tranches, at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the extant applicable laws and the Scheme.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split / consolidation of shares, change in capital structure, merger / demerger, the outstanding Options, granted or Options to be granted, under the Scheme shall be suitably adjusted for such number of Options / equity shares and / or the exercise price, as may be required and that the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under the SBEBSE Regulations and other applicable laws, so as to ensure passing of fair and equitable benefits under the Scheme.

RESOLVED FURTHER THAT subject to the terms as approved by the shareholders, the Board be and is hereby authorised to implement, form, decide upon and bring into effect 360 ONE ESOS 2023 on such terms and conditions as contained in explanatory statement and to modify, change, vary, alter, amend, suspend, withdraw or terminate 360 ONE ESOS 2023 subject to compliance with the SBEBSE Regulations, the Act and other applicable laws.

RESOLVED FURTHER THAT for the purpose of implementation and administration of the Scheme and generally for giving effect to this resolution, the Board be and is hereby authorized, on behalf of the Company, to submit, seek and obtain approvals including in-principle & listing approvals of the Scheme and the equity shares as may be allotted thereunder from time to time from the stock exchanges, to appoint one or more third party advisors / agencies as may be required, to generally take all such steps and to do all such incidental or ancillary acts, deeds, matters and things including but not limited to framing rules / policies / procedures relating to taxation matters arising out of grant / exercise of Options, to negotiate, execute, sign and deliver all such deeds, documents, instruments, letters and writings as it may in its absolute discretion deem necessary or



desirable including any amendments and alterations thereto and to settle any questions, difficulties or doubts that may arise in this regard, without being required to seek any further consent or approval of the shareholders of the Company.

Registered Office:

360 ONE Centre, Kamala City, Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013

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

E-mail: secretarial@360.one

Website: www.360.one

Date: July 25, 2023

Place: Mumbai

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

**Rohit Bhave
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. 10/2022 dated December 28, 2022 and all the other applicable circulars issued in this regard (“MCA Circulars”), has 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/CFD/PoD-2/P/CIR/2023/4 dated January 5, 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 sixteenth 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 “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, setting out material facts relating to the special business(es) to be transacted at the AGM, under Agenda Item No. 5 and 6 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. 1-6 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 2022-23 ("**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, July 21, 2023. 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 writing an e-mail at rnt.helpdesk@linkintime.co.in.
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 Act 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. August 21, 2023, (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 intimate changes, if any, in their name, postal address, e-mail address, telephone / mobile numbers, bank account details, Permanent Account Number ("**PAN**"), nominations, power of attorney, to their DPs in case the shares are held by them in dematerialized form and to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company, in case the shares are held by them in physical form.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has made it mandatory for holders of physical securities to furnish PAN, KYC and nomination details to avail any investor service. Folios wherein any one of the above mentioned details are not registered by October 1, 2023, shall be frozen. The

concerned shareholders are therefore urged to furnish PAN, KYC and nomination details by submitting the duly filled forms (as available on the website of the Company at:

https://www.primeinfobase.in/360ONE/physical_securities.aspx?value=Z/Asmhe79nTM600MSHCcMw==&p=360 and Registrar and Share Transfer Agent at <https://web.linkintime.co.in/KYC-downloads.html>) by e-mail from their registered e-mail id to kyc@linkintime.co.in or by sending a physical copy of the prescribed forms duly filled and signed by the registered holders to Link Intime India Private Limited at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 or by uploading the documents on www.linkintime.co.in.

The Company has disclosed the statement(s) containing the names, last known addresses of those Members whose (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 at rnt.helpdesk@linkintime.co.in 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 writing an e-mail at rnt.helpdesk@linkintime.co.in. 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 Friday, August 18, 2023. 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 Friday, August 18, 2023, 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. In terms of the provisions of section 152 of the Act, Mr. Karan Bhagat and Mr. Yatin Shah, Directors of the Company are liable to retire by rotation at the AGM and being eligible seek re-appointment. The Board of Directors of the Company recommends their respective re-appointments pursuant to the recommendation of the Nomination and Remuneration Committee. Additional information in respect of said Directors seeking re-appointment at the AGM, as required under Regulation 36(3) of the Listing Regulations, 2015 and Secretarial Standard - 2 on "General Meetings" issued by Institute of Company Secretaries of India, are annexed to the Notice as "**Annexure B**" and forms part of the Notice.

14. The Audited Financial Statements of the Company and its subsidiary companies are available on the website of the Company viz. www.360.one.

15. Voting Instructions

The Company has engaged the services of CDSL to provide e-voting facility. The voting rights of a Member shall be reckoned on the paid-up value of shares registered in the name of the Member / beneficial owner (in case of shareholding in dematerialised form) as on the cut-off date, i.e. Monday, August 14, 2023. 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. Monday, August 14, 2023, 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 Thursday, August 17, 2023

End of e-voting: Up to 5:00 p.m. (IST) on Sunday, August 20, 2023

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.

16. 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. Monday, August 21, 2023.
- IV. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company.

17. 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 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 link provided to access the system of all e-voting service providers so that the user can visit the e-voting service providers' ("ESPs") website directly. 3) If the user is not registered for Easi / Easiest, option to register is available at CDSL's website i.e. www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing demat account number and PAN from an e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile & e-mail as recorded in the demat account. After successful authentication, 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 ")	<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, user will be able to see e-voting services. After clicking on "Access to e-Voting" under e-voting services, user will be able to see e-voting page. Click on company name or ESPs name and user will be re-directed to ESPs website for casting its vote during the remote e-voting period or joining 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.
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 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.

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 delink in case of any wrong mapping.
- v. It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- vi. Alternatively, Non Individual shareholders are required to send the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the 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

- 1. 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.
- 2. The facility for joining the meeting shall open 15 minutes before and remain open 15 minutes after the scheduled time of the commencement of the 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.

3. Members are encouraged to join the Meeting through Laptops / iPads for better experience.
4. Further, Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the AGM.
5. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio / video loss due to fluctuation in their respective network.
6. It is recommended to use stable wi-fi or LAN connection to mitigate any kind of glitches.
7. Members who need technical assistance before or during the 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, SETTING OUT MATERIAL FACTS IN RESPECT OF SPECIAL BUSINESS(ES) TO BE TRANSACTED AT THE SIXTEENTH ANNUAL GENERAL MEETING (“EXPLANATORY STATEMENT”)

The following statement sets out all the material facts relating to Item No. 5 and 6 mentioned in the accompanying Notice.

Item No. 5 and 6 - Approval for formation of 360 ONE Employee Stock Option Scheme 2023 for the employees of the Company and the subsidiary company(ies) of the Company

Employee stock options (“Options”) have long been recognized as an effective instrument to align the interest of employees with those of the Company and its shareholders, providing an opportunity to employees to share the growth of the Company, and to create long term wealth in the hands of the employees. It creates a sense of ownership between the Company and its employees, paving way for a unified approach to the common objective of enhancing overall shareholders value.

Accordingly, it is proposed to implement ‘360 ONE Employee Stock Option Scheme 2023’ (“360 ONE ESOS 2023” or “Scheme”). The objective of the Scheme is to create a long-term deferred variable pay plan for the employees of the Company and its subsidiary companies and to further align the interests of its employees with those of the shareholders and to:

- a) drive performance behaviours necessary for Company’s growth;
- b) align employee wealth creation to the Company’s long-term performance and shareholder value creation;
- c) retain key talent necessary for the sustained growth of the Company; and
- d) create a sense of ownership and participation amongst the employees to share the value they create for the Company in the years to come.

The salient features of the Options to be granted under the proposed Scheme are as mentioned below:

Total No. of Options: The total number of Options as may be granted pursuant to the Scheme, shall not exceed 1,16,00,000 Options, which is around 3.25% of the paid-up capital of the Company as on the date.

Eligibility for grant: The specific employees to whom the Options would be granted, the appraisal process and the eligibility criteria (including performance, present and potential contribution to the performance, and growth of the Company, retention and length of service of the Employee) would be determined by the Nomination and Remuneration Committee (“Committee”). 65-80% of the total Options to be granted under the Scheme shall carry specific vesting conditions including achievement of individual performance milestones and/or achievement of Company performance milestones.

Pricing formula: Exercise price is proposed at discount of not more than 20% to market price as on the date of grant of Options, ensuring alignment of employee’s interest with that of the stakeholders.

Vesting Schedule & Vesting Conditions: Vesting of Options would be staggered over multiple tranches over mid to long term period of 2 - 8 years, with potential dilution of around 0.4 to 0.5% per year. Vesting under each tranche will be conditional upon fulfilment of criteria specific to such tranche including tenure, achievement of individual performance milestones and/or achievement of Company performance milestones over next 3-5 years.

Administration of the Scheme - The Committee shall be responsible for administration and superintendence of Scheme.

Accordingly, subject to approval of shareholders of the Company and in accordance with the relevant provisions of the Companies Act, 2013, rules made thereunder and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, read with all circulars and notifications issued thereunder (“SBESBSE Regulations”) and other applicable laws, the Board proposes to implement 360 ONE ESOS 2023. In

accordance with the terms of these resolutions and the Scheme, the Options would be granted in one or more tranches as may be decided by the Board [hereinafter referred to as the **“Board”**, which term shall be deemed to include the **Nomination and Remuneration Committee constituted by the Board of Directors under Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any other committee authorized by the Board from time to time to exercise the powers conferred on the Board by these resolutions and / or such other persons who may be authorized in this regard by the Board or the Nomination and Remuneration Committee (“NRC” or “Committee”)] from time to time.**

Further, the disclosures in terms of the SBEBSE Regulations read with the relevant schedule thereunder and applicable provisions of the Companies Act, 2013, in respect of the Scheme, are provided hereunder:

1	Brief description of the Scheme	<p>It is proposed to implement ‘360 ONE Employee Stock Option Scheme 2023’ (“360 ONE ESOS 2023” or “Scheme”). The objective of the Scheme is to create a long-term deferred variable pay plan for the employees of the Company and its subsidiary companies and to further align the interests of its employees with those of the shareholders and to:</p> <ul style="list-style-type: none"> a) drive performance behaviours necessary for Company’s growth; b) align employee wealth creation to the Company’s long-term performance and shareholder value creation; c) retain key talent necessary for the sustained growth of the Company and; <p>create a sense of ownership and participation amongst the employees to share the value they create for the Company in the years to come.</p> <p>Upon receipt of necessary approvals including from the shareholders of the Company, the Company may grant Options to the employees of the Company, and its present and / or future subsidiary company(ies), from time to time.</p> <p>The total number of Options as may be granted pursuant to the Scheme shall not exceed 1,16,00,000 (One Crore Sixteen Lakhs) Options. Each Option when exercised would be converted into one equity share of the Company of face value of Re. 1/- only (Rupee One Only), each fully paid up in accordance with the terms and conditions of the Scheme.</p> <p>The Company shall ensure that the Scheme and the issue of Options thereunder is in line with the SBEBSE Regulations.</p>
2	Total number of Options to be offered and granted	<p>The total number of Options as may be granted pursuant to the Scheme, in one of more tranches, to the employees shall not exceed 1,16,00,000 (One Crore Sixteen Lakhs) Options (as may be adjusted for changes in capital structure of the Company in accordance with the Scheme), which is around 3.25% of the paid-up capital of the Company as on the date of this Notice.</p> <p>Each Option when exercised would be converted into one equity share of the Company of face value of Re. 1/- only (Rupee One Only), each fully paid up in accordance with the terms and conditions of the Scheme.</p> <p>Under the Scheme, Options which may lapse for whatever reason, will be available for Grant by the Committee to any Employee(s) as it may deem fit in its absolute discretion, subject to compliance of the provisions of applicable laws. The terms relating to the Exercise Price, Exercise Period, Vesting, etc. in respect</p>

		<p>of such lapsed Options to be Granted, as aforesaid, will be determined by the Committee at the time of Grant as it may deem fit, subject to compliance with all applicable laws.</p> <p>In case of any corporate action(s) including but not limited to merger, demerger, sale of division, stock split, consolidation, rights issues, bonus issues and others, a fair and reasonable adjustment shall be made to the Options granted. Accordingly, if any additional equity shares are issued by the Company to the employees for making such fair and reasonable adjustment, the ceiling of total number of equity shares as may be granted and as stated above shall be deemed to be increased to the extent of such additional equity shares issued. The Committee shall determine the nature, manner and the extent of the adjustment to be made as a consequence of any such corporate action.</p>
3	Identification of classes of employees entitled to participate and be beneficiaries in the scheme	<p>In accordance with the provisions of the SBEBSE Regulations and the Scheme, the following classes of employees shall be entitled to participate and be beneficiaries under the Scheme:</p> <ul style="list-style-type: none"> (a) an employee as designated by the Company, who is exclusively working with the Company in India or outside India; or (b) a director of the Company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or (c) an employee as defined in sub-clauses (a) or (b), of the subsidiary company(ies), in India or outside India, <p>but does not include:</p> <ul style="list-style-type: none"> i. an employee who is a promoter or a person belonging to the promoter group; or ii. a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company. <p>The specific employees to whom the Options would be granted, the appraisal process and the eligibility criteria (including performance, present and potential contribution to the performance, and growth of the Company, retention and length of service of the Employee) would be determined by the Committee. 65-80% of the total Options to be granted under the Scheme shall carry specific vesting conditions including achievement of individual performance milestones and/or achievement of Company performance milestones.</p>
4	Requirements of vesting and period of vesting	<p>As per the Scheme, except in case of permanent incapacity or death of the employees, the Options shall vest not earlier than 1 year and not later than 9 years from the date of grant thereof and the vesting schedule and vesting conditions shall be as may be specified in the respective grant letter.</p> <p>Vesting of Options would be staggered over multiple tranches over mid to long term period of 2 - 8 years, with potential dilution of around 0.4 to 0.5% per year. Vesting under each tranche will be conditional upon fulfilment of criteria specific to such tranche including tenure, achievement of individual performance milestones and/or achievement of Company performance milestones over next 3-5 years.</p>

5	Maximum period (subject to the Regulation 18 of the SBEBSE Regulations) within which the Options shall be vested	As stated in serial no. 4.
6	Exercise price or pricing formula	<p>The exercise price per Option shall be the price payable by an employee for exercising the Options granted to him / her in pursuance of the Scheme (which may be adjusted for changes in capital structure of the Company or any corporate action in accordance with the Scheme).</p> <p>The exercise price per Option shall be as determined by the Committee at the time of each grant and shall be a price not exceeding 20% discount to the prevailing market price at the time of grant, subject to compliance with all applicable laws and in conformity with the applicable accounting policies prescribed under the SBEBSE Regulations, or such other policies as may be prescribed under any other law with respect to accounting for stock options.</p>
7	Exercise period / offer period and process of exercise / acceptance of Offer	<p>The exercise period shall be the period after vesting of Options (and subject to any additional restrictions on exercise) within which an employee may exercise the Options vested in him in pursuance of the Scheme and will be determined by the Committee at the time of each grant, subject to compliance with all applicable laws and would not exceed 12 (twelve) years from the date of grant as per the terms of the Scheme.</p> <p>Except in certain specified circumstances such as death, permanent incapacity etc., the Options will be exercisable by the employee and / or nominee of the employee, in the manner prescribed in the Scheme.</p> <p>The Options will lapse if not exercised within the specified exercise period.</p>
8	The appraisal process for determining the eligibility of employees for the Scheme	The specific employees to whom the Options would be granted, the appraisal process and the eligibility criteria (including performance, present and potential contribution to the performance, and growth of the Company, retention and length of service of the Employee) would be determined by the Committee. 65-80% of the total Options to be granted under the Scheme shall carry specific vesting conditions including achievement of individual performance milestones and/or achievement of Company performance milestones.
9	Maximum number of options to be offered and issued per employee and in aggregate, if any	The Committee shall not grant Options equal to or exceeding 1% of the issued capital of the Company at the time of grant of Options and in aggregate to any identified employee under the Scheme.
10	Maximum quantum of benefits to be provided per employee under the Scheme	As stated in serial no. 9. No other benefits are contemplated other than as mentioned above.
11	Whether the Scheme is to be implemented and administered directly by the company or through a trust	The Scheme will be implemented and administered directly by the Company.

12	Whether the Scheme involves new issue of shares by the company or secondary acquisition by the trust or both	The implementation of the Scheme involves issue of new equity shares of the Company to the employees by the Company as the Scheme is being implemented and administered directly by the Company.
13	The amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.	Not Applicable, as the Scheme will be implemented and administered directly by the Company.
14	Maximum percentage of secondary acquisition (subject to limits specified under the SBEBSE Regulations) that can be made by the trust for the purposes of the Scheme	Not Applicable, as the Scheme will be implemented and administered directly by the Company.
15	A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15 of the SBEBSE Regulations	The Company shall conform to the accounting policies prescribed by applicable laws from time to time including but not limited to all the applicable disclosure and accounting policies in respect of Options granted as required under SBEBSE Regulations, guidelines and the guidance note issued by the Institute of Chartered Accountants of India.
16	The method which the company shall use to value its options	The Company shall use the fair value method for valuation of the Options. Fair valuation of the Options will be carried out using the Black-Scholes Option Pricing model. The fair value of the Options shall be the basis for accounting for the ESOP charge in the Company's profit and loss statement.
17	The following statement, if applicable	<p><i>"In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' Report."</i></p> <p>The above statement is not applicable.</p>
18	Period of lock in	There will be no lock-in period in respect of the equity shares, which may be issued / allotted on exercise of the Options granted pursuant to the Scheme.
19	Terms & conditions for buyback, if any, of specified securities covered under SBEBSE Regulations	Not Applicable.

20	Listing	The equity shares to be issued and allotted pursuant to the exercise of the Options under the Scheme will be listed on BSE Limited and National Stock Exchange of India Limited.
21	Other terms	The Scheme does not envisage secondary acquisition of equity shares of the Company. The Company may vary, modify or alter the terms of the Scheme in compliance with the SBEBSE Regulations. The Scheme shall continue to be in force until (i) its termination by the Committee, or (ii) the date on which all the Options available for issuance under the Scheme have been granted and exercised.

In terms of Section 62(1)(b) of the Companies Act, 2013 and Rules framed thereunder read with Regulation 6 of SBEBSE Regulations, Options can be offered to employees of a company subject to approval of the shareholders of the company to the scheme of employee stock options by passing of the special resolution.

Further pursuant to the provisions of the SBEBSE Regulations, a separate special resolution is required to be passed in case grant of options is extended to the employees of the subsidiary companies of a company. Accordingly, a separate resolution under item no. 6 is proposed, to extend the benefits of the Scheme to the present and / or future employees of the present and / or future subsidiary companies of the Company as may be decided by the Board from time to time under applicable laws.

The Board, at its meeting held on July 20, 2023, considered the formation of the Scheme and approved seeking approval from the shareholders of the Company for the proposed Scheme upon recommendation of the Committee of the Company and considering these items as unavoidable in terms of general circular issued by Ministry of Corporate Affairs, dated May 5, 2020, the Board recommended the resolutions set out in Item Nos. 5 and 6 of the Notice of Annual General Meeting for approval by shareholders of the Company by way of special resolutions.

A copy of draft Scheme is available for inspection at the Company's Registered Office between 3:00 p.m. (IST) and 5.00 p.m. (IST) on all working days of the Company, except holiday, up to the date of the AGM and can also be availed through electronic mode.

None of the Directors, and Key Managerial Personnel of the Company, and any relatives of such Directors, Key Managerial Personnel are in any way concerned or interested in these resolutions except to the extent of equity shares held by them in the Company or the Options as may be granted under the Scheme.

The Board recommends the Special Resolutions set out in Item Nos. 5 and 6 of the Notice for approval of the Members of the Company.

Registered Office:

360 ONE Centre, Kamala City, Senapati Bapat Marg,
Lower Parel, Mumbai – 400 013
Tel: (+91-22) 4876 5600, Fax: (+91-22) 4646 4706
E-mail: secretarial@360.one
Website: www.360.one
Date: July 25, 2023
Place: Mumbai

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

**Rohit Bhase
Company Secretary
ACS – 21409**

ANNEXURE A TO THE NOTICE

Below are the key details regarding the AGM scheduled on Monday, August 21, 2023, at 3:00 p.m. (IST) for ease of reference:

S. N.	Particulars	Details
1	Link for participation through VC / OAVM	www.evotingindia.com EVSN : 230727005
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 Friday, August 18, 2023
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.
6	Cut-off date for dispatch of the Notice and Annual Report	Friday, July 21, 2023
7	Cut-off date for e-voting	Monday, August 14, 2023
8	Time period for remote e-voting	Commences on: Thursday, August 17, 2023 (9:00 a.m. IST) Ends on: Sunday, August 20, 2023 (5:00 p.m. IST)
9	Registrar and Transfer Agent – Contact details	Link Intime India Private Limited C 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai – 400 083 E-mail: rnt.helpdesk@linkintime.co.in
10	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

ANNEXURE B TO THE NOTICE

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

Name	Mr. Karan Bhagat	Mr. Yatin Shah
Concerned Item No.	3	4
DIN	03247753	03231090
Age	46 years	47 years
Nationality	Indian	Indian
Date of first appointment on the Board	September 27, 2010	September 27, 2010
Brief profile / resume	Mr. Karan Bhagat is the Promoter and Managing Director of the Company. He holds an MBA in Finance from the Indian Institute of Management, Bangalore and acquired his bachelor's degree in Commerce from St. Xavier's College, Kolkata. He has more than 20 years of experience in the financial services sector. He is responsible for providing direction and leadership towards achievement of organization's strategic goals and objectives. He was recognised as 'Asia's Promising Business Leaders' by The Economic Times in 2022. He featured in Fortune India's '40 under 40' list in 2016 and 2017 and The Economic Times '40 under 40' list in 2017. He also received the URS Asia One Global Indian of the Year award in 2018.	Mr. Yatin Shah is the Joint CEO of our Wealth Management Business and Promoter and Non-Executive Director on the Board of the Company. He acquired his M.Sc. degree in Finance from Cass Business School, London and holds a bachelor's degree in commerce from University of Mumbai. He has more than 20 years of experience in the financial services sector, across equity research and private wealth management. He focuses on the wealth practice besides client services, marketing and client experiences. He is responsible for introducing our proposition to new clients, as well as expanding the relationship with existing clients. Among other awards, he is a recipient of the Best Financial Manager award for the best registered deal by Asian Institute of Management, Manila.
Shareholding in the Company including shareholding as beneficial owner (as on June 30, 2023)	5,96,716 Equity Shares	1,37,25,960 Equity Shares
Terms and conditions of appointment or re-appointment	Mr. Karan Bhagat was appointed as a Managing Director of the Company for a period of five years commencing from July 27, 2020. The shareholders of the Company had approved his appointment at the Annual General Meeting of the Company held on September 30, 2019. As per the resolution of the members with respect to his appointment, his office as director shall be subject to retirement by rotation	Non-Executive Director liable to retire by rotation

Board meetings attended during the financial year 2022-23	8 out of 9 (Including an adjourned meeting)	8 out of 9 (Including an adjourned meeting)
Experience and expertise in specific functional area	Monetary Policy, Leadership, Corporate Governance, Risk and Compliance, Financial, Stakeholder Relationship and Strategic advisor	Monetary Policy, Leadership, Corporate Governance, Risk and Compliance, Financial, Stakeholder Relationship and Strategic advisor
Qualification(s)	MBA in Finance from the Indian Institute of Management, Bangalore and acquired his Bachelor's Degree in Commerce from St. Xavier's College, Kolkata	M.Sc. in Finance from Cass Business School, London.
Last drawn remuneration (including sitting fees and commission) and remuneration sought to be paid	<p>The details of remuneration last drawn by Mr. Karan Bhagat forms part of the Corporate Governance Report of the Annual Report for the financial year ended March 31, 2023.</p> <p>The remuneration is paid pursuant to the approval of the shareholders at the Annual General Meeting of the Company held on September 30, 2019 and the Board of Directors from time to time.</p>	No remuneration is paid or sought to be paid in his capacity of being a Non-Executive Director of the Company.
Relationship with other Directors and Key Managerial Personnel	Mr. Karan Bhagat is not related to any other Directors and Key Managerial Personnel of the Company.	Mr. Yatin Shah is not related to any other Directors and Key Managerial Personnel of the Company.
Directorship in other companies (as on June 30, 2023) [including in the Company]	<ol style="list-style-type: none"> 1. 360 ONE WAM LIMITED 2. 360 ONE PRIME LIMITED 3. 360 ONE ASSET MANAGEMENT LIMITED 4. PROTEAN EGOV TECHNOLOGIES LIMITED 5. KYRUSH TRADING & INVESTMENTS PRIVATE LIMITED 6. YOUNG PRESIDENTS ORGANIZATION (MUMBAI CHAPTER) 	<ol style="list-style-type: none"> 1. 360 ONE WAM LIMITED 2. 360 ONE PRIME LIMITED 3. 360 ONE DISTRIBUTION SERVICES LIMITED 4. 360 ONE IFSC LIMITED 5. NAYKIA REALTY PRIVATE LIMITED 6. 360 ONE PORTFOLIO MANAGERS LIMITED 7. 360 ONE FOUNDATION 8. ENTREPRENEUR'S ORGANIZATION MUMBAI
Chairman / Member in the committees of other companies* (as on June 30, 2023) [including the Company]	PROTEAN EGOV TECHNOLOGIES LIMITED – Member of Audit Committee	<ol style="list-style-type: none"> 1. 360 ONE WAM LIMITED - Member of Stakeholders Relationship Committee 2. 360 ONE PRIME LIMITED - Member of Stakeholders Relationship Committee 3. 360 ONE PRIME LIMITED - Member of Audit Committee
Listed entities from which the concerned Director resigned in the past three years	NAZARA TECHNOLOGIES LIMITED – Resigned w.e.f. May 5, 2021	NIL

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