

360 ONE WAM LIMITED

CIN: L74140MH2008PLC177884

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

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

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

NOTICE OF THE EIGHTEENTH ANNUAL GENERAL MEETING

The notice ("**Notice**") is hereby given that the Eighteenth Annual General Meeting ("**AGM**") of the Members of 360 ONE WAM LIMITED ("**Company**") will be held on Friday, September 5, 2025, 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, 2025, 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, 2025, 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, 2025, 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, 2025, together with the Auditors' Report thereon, be and are hereby considered and adopted."

3. To appoint a director in place of Mr. Rishi Mandawat (DIN: 07639602), 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. Rishi Mandawat (DIN: 07639602) 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 Statutory Auditors and to fix their remuneration and, in this regard, to consider and pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules framed under the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors of the Company, S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration Number: 301003E/E300005), be and is hereby appointed as the Statutory Auditors of the Company to hold office for a period of five consecutive years, from the conclusion of the 18th Annual General Meeting till the conclusion of the 23rd Annual General Meeting, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

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

SPECIAL BUSINESS:

5. Approval for appointment of Secretarial Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 204 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules framed under the Companies Act, 2013, and Regulation 24A and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors of the Company, Mehta & Mehta, practicing company secretaries (ICSI Unique Code: P1996MH007500) be and is hereby appointed as the Secretarial Auditors of the Company to hold office for a period of five consecutive years, from the financial year 2025-26 till the financial year 2029-30, at such remuneration as may be mutually agreed upon between the Board of Directors and the Secretarial Auditors.

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

6. Approval for formation of 360 ONE Employee Stock Option Scheme 2025 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 the 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 (**“Listing Regulations, 2015”**);
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 Listing Regulations, 2015, 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 2025” (“360 ONE ESOS 2025” 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 2025, upto 37,33,000 (thirty seven lakh thirty three thousand) 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 or such adjusted numbers for any corporate action(s) including but not limited to rights issues, bonus issues, merger and sale of division, change in capital structure and others, 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 2025 on such terms and conditions as contained in Explanatory Statement and to modify, change, vary, alter, amend, suspend, withdraw or terminate 360 ONE ESOS 2025 subject to compliance with the SBEBSE Regulations, the Companies Act, 2013 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 members of the Company."

7. Approval for formation of 360 ONE Employee Stock Option Scheme 2025 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 the 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 ("**Listing Regulations, 2015**");
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 Listing Regulations, 2015, 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 2025**" ("**360 ONE ESOS 2025**" 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 2025, upto 37,33,000 (thirty seven lakh thirty three thousand) 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 or such adjusted numbers for any corporate action(s) including but not limited to rights issues, bonus issues, merger and sale of division, change in capital structure and others, 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 2025 on such terms and conditions as contained in Explanatory Statement and to modify, change, vary, alter, amend, suspend, withdraw or terminate 360 ONE ESOS 2025 subject to compliance with the SBEBSE Regulations, the Companies Act, 2013 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 members of the Company."

8. Approval for appointment of Mr. Saahil Murarka (DIN: 06717827) as a Non-Executive Non-Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder ("**Companies Act, 2013**"), Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations, 2015**"), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, and in accordance with the approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors of the Company, Mr. Saahil Murarka (DIN: 06717827) who was appointed as an Additional, Non-Executive, Non-Independent Director of the Company by the Board of Directors of the Company with effect from July 17, 2025, and who has consented to act as a Director of the Company, and who is eligible for appointment under the provisions of the Companies Act, 2013 and the Listing Regulations, 2015, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act,

2013, proposing his candidature for the office of the Director, be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, as it may, at its absolute discretion, deem necessary to give effect to this resolution without being required to seek any further consent or approval of the members of the Company 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) 4341 1895
E-mail: secretarial@360.one
Website: www.360.one
Date: August 11, 2025
Place: Mumbai

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

**Rohit Bhave
Company Secretary
ACS – 21409**

IMPORTANT NOTES:

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular no. 09/2024 dated September 19, 2024, 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/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and all the other applicable circulars issued in this regard (“SEBI Circulars” and collectively with MCA Circulars “MCA and SEBI Circulars”), has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations, 2015”). Accordingly, the eighteenth Annual General Meeting (“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 (“Act”) 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 Act (“Explanatory Statement”) read with Listing Regulations, 2015 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, setting out material facts relating to the business(es) to be transacted at the AGM, under agenda Item Nos. 4 to 8 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 Act, read with Regulation 44 of Listing Regulations, 2015 and in terms of SEBI Circular dated November 11, 2024. In terms of provisions of Section 107 of the Act, 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 Nos. 1 to 8 of the Notice for approval of the Members.
4. Pursuant to Section 113 of the Act, 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. Further, in pursuance of Section 112 of the Act, representatives of the members such as the President of India or the Governor of a State can attend the AGM through VC / OAVM and cast their votes through e-voting.
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 2024-25 ("**Annual Report**"), are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories and who hold shares as on the cut-off date i.e. Friday, August 8, 2025. In case a person has become a Member of the Company after the aforementioned cut-off date but on or before the cut-off date for e-voting, he / she may cast vote using remote e-voting or e-voting during the 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. Further, in accordance with Regulation 36(1)(b) of the Listing Regulations, 2015, a letter providing the web-link and Quick Response ("**QR**") Code, including the exact path, where complete details of the AGM Notice and Annual Report is being sent to those Members who have not registered their e-mail ids.

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.

We encourage Members to support our commitment to environmental protection by choosing to receive the Company communication through e-mail. Accordingly, Members are requested to register / update their e-mail ids in the following manner:

- a) Members holding shares in dematerialized form, who have not registered / updated their e-mail addresses are requested to register / update their e-mail addresses with their respective Depository Participants ("**DPs**"); and
 - b) Members holding shares in physical form are requested to register / update their e-mail addresses with MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), Registrar and Share Transfer Agent of the Company ("**RTA**") by using the email registration link i.e. https://web.in.mpms.mufig.com/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 Act.
 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 under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, 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. Friday, September 5, 2025, (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 SEBI with respect to updation of KYC and / or nomination details, from time to time. Members are also requested to register and / or intimate changes, if any, in their name, postal address, e-mail address, telephone / mobile numbers, bank account details, Permanent Account Number ("**PAN**"), nominations, power of attorney, to their DPs in case the shares are held by them in dematerialized form

and to MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), Registrar and Share Transfer Agent of the Company, in case the shares are held by them in physical form.

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 MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) by using the link https://web.in.mpms.mufig.com/helpdesk/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, claim from unclaimed suspense account, renewal / exchange of securities certificate, 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 MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), Registrar and Share Transfer Agent of the Company by using the link https://web.in.mpms.mufig.com/helpdesk/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 Thursday, September 4, 2025. 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 Thursday, September 4, 2025, 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. Rishi Mandawat, Director of the Company is liable to retire by rotation at the AGM and being eligible seeks re-appointment. The Board of Directors of the Company recommends his re-appointment pursuant to the recommendation of the Nomination and Remuneration Committee. Additional information in respect of said Director 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 as on March 31, 2025, 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 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. Friday, August 29, 2025. A person who is not a Member as on the cut-off date should treat the Notice for information purpose only. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Friday, August 29, 2025, 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 Monday, September 1, 2025

End of e-voting: Up to 5:00 p.m. (IST) on Thursday, September 4, 2025

The remote e-voting will not be allowed before or beyond the aforesaid date and time and the remote e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.

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. Friday, September 5, 2025.
- 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

- i. **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 My Easi New (Token) Tab. 2) After successful login, the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by companies. On clicking the e-voting option, the user will be able to see 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. 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 & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing demat account number and PAN from an e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile & e-mail as recorded in the demat account. After successful authentication, the user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all ESPs.
Individual Shareholders holding securities in demat mode with National 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.nsdl.com either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. The user will have to enter its User ID and Password. After successful authentication, 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.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.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.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. The user will have to enter 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

	<p>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> <p>4) For OTP based login the user can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. The user will have to enter 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id / mobile number and click on login. After successful authentication, the user will be redirected to NSDL Depository site wherein the user can see e-Voting page. Click on company name or ESPs name and the user will be re-directed to ESPs website for casting 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>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 21 09911
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000.

ii. 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	<p>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)</p> <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)	<p>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.</p> <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.

iii. **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.

iv. **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.

v. **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.

vi. Instructions for Members attending the AGM through VC / OAVM and e-voting during the meeting are as under:

- i. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- ii. 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.
- iii. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- iv. 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.
- v. Members are encouraged to join the Meeting through Laptops / iPads for better experience.
- vi. Further, Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the AGM.
- vii. 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.
- viii. It is recommended to use stable wi-fi or LAN connection to mitigate any kind of glitches.
- ix. Only those Members, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions 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.
- x. If any Votes are cast by the shareholder through the e-voting available during the AGM and if the same shareholder have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholder may be considered invalid as the facility of e-voting during the AGM is available only to the shareholders attending the meeting.

vii. Instructions for those Members whose E-mail/Mobile numbers are not registered with the Company/Depositories:

- i. For Members having physical shares 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 email id.
- ii. For Members having shares in demat mode are requested to update your email id & mobile no. with your respective DP which is mandatory while e-Voting & joining virtual meetings through Depository.
- iii. In case of any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, the Member can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
- iv. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

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

The following statement sets out all the material facts relating to Item No. 4 to 8 mentioned in the accompanying Notice.

Item No. 4 - To appoint Statutory Auditors and to fix their remuneration:

The Members of the Company at the 13th Annual General Meeting (“AGM”) held on September 11, 2020, approved appointment of Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W100018), as Statutory Auditors of the Company for the second term of five consecutive years till the conclusion of the 18th AGM of the Company.

Pursuant to the provisions of Section 139 of the Companies Act, 2013 (“Act”), read with the Companies (Audit and Auditors) Rules, 2014, no listed company shall appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Accordingly, Deloitte Haskins & Sells LLP will complete their two consecutive terms as Statutory Auditors of the Company on conclusion of ensuing 18th AGM.

Pursuant to the provisions of Section 139 of the Act, read with the Companies (Audit and Auditors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations, 2015”), the Company being a listed entity is required to appoint an auditor who had subjected itself to the peer review process of Institute of Chartered Accountants of India (“ICAI”) and holds a valid certificate issued by the Peer Review Board of ICAI.

The exercise for selection of new statutory auditors was led by senior management by shortlisting of firms based on a comprehensive assessment criterion. The shortlisted firms with their credentials were presented to the Audit Committee for its recommendations / suggestions. The Audit Committee of the Company held meetings with audit partners and their teams of the shortlisted firms, who presented their candidature for appointment as the statutory auditors of the Company. The Committee evaluated said audit firms basis certain criteria such as vintage and presence, wealth management, asset management & BFSI sector audit exposure, international affiliation, IT capabilities, size of the firm etc.) and then recommended appointment of S. R. Batliboi & Co. LLP, as the Statutory Auditors of the Company.

Subsequently, the Board of Directors of the Company at its meeting held on October 21, 2024, based on the recommendation of the Audit Committee and considering the experience and expertise, approved recommendation of appointment of S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration Number: 301003E/E300005), as the Statutory Auditors of the Company (in place of Deloitte Haskins & Sells LLP), for a term of five consecutive years from the conclusion of ensuing 18th AGM till the conclusion of the 23rd AGM (to be held in calendar year 2030), to the Members of the Company, on payment of such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors, from time to time.

The requisite details and information pursuant to Regulation 36(5) of the Listing Regulations, 2015, are as under:

Particulars	Details
Terms of Appointment	S. R. Batliboi & Co. LLP are proposed to be appointed for the term of five consecutive years from the conclusion of ensuing 18 th AGM till the conclusion of the 23 rd AGM (to be held in calendar year 2030), subject to approval of the Members of the Company.
Proposed fees payable to the statutory auditor(s)	The proposed remuneration to be paid to S. R. Batliboi & Co. LLP for the financial year 2025-26 is Rs. 65,94,500/- (excluding the goods and services tax as applicable and the out

	<p>of pocket expenses).</p> <p>Further, the Company shall avail only those of the non-audit services which are statutorily required to be availed from the statutory auditors.</p>
In case of a new auditor, any material change in the fee payable from that paid to the outgoing auditor and rationale for such material change	<p>Deloitte Haskins & Sells LLP were paid Rs. 59,95,000/- as statutory audit fees for the limited review / audit of the quarterly / half yearly / annual standalone and consolidated financials of the Company for the financial year 2024-25 (excluding the goods and services tax as applicable and the out-of-pocket expenses).</p> <p>The change in the fees payable to the new auditor i.e. S. R. Batliboi & Co. LLP for the financial year 2025-26 from the fees paid to the outgoing auditor i.e. Deloitte Haskins & Sells LLP, is of ten percent. Said change is in line with previous year-on-year fee increments and hence not a 'material change'.</p>
Basis of recommendation for appointment	<p>The recommendation by the Board for appointment of S. R. Batliboi & Co. LLP is based on the following:</p> <ol style="list-style-type: none"> qualifications and experience of the said firm are commensurate with the size and requirements of the Company, no order or pending proceeding relating to professional matters of conduct against the said firm before ICAI or any competent authority or any Court, and fulfilment of the eligibility criteria by the Act and Listing Regulations, 2015.
Details and credentials of the statutory auditor(s) proposed to be appointed	<p>S. R. Batliboi & Co. LLP was established in the year 1949. It has Head Office in Kolkata and offices across various cities in India. It is part of S. R. Batliboi & Affiliates network of firms and is registered with ICAI. It is a limited liability partnership firm incorporated in India. As required under the Listing Regulations, 2015, S. R. Batliboi & Co. LLP, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI. All its network firms, including S. R. Batliboi & Co. LLP are primarily engaged in providing audit and assurance services to its clients. Further, S. R. Batliboi & Co. LLP has furnished the consent letter for being appointed as the 'Statutory Auditor' of the Company and has confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act and rules framed thereunder.</p>

Accordingly, the Board recommends the resolution set out in Item No. 4 of the Notice for approval by shareholders of the Company by way of an ordinary resolution.

None of the Directors or Key Managerial Personnel and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 5 - Approval for appointment of Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 ("**Act**"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("**Listing Regulations, 2015**"), a listed entity, on the basis of recommendation of its board of directors, should inter alia appoint a secretarial audit firm as secretarial auditors for not more than two terms of five consecutive years with the approval of its shareholders in its annual general meeting. Further, as per Regulation 24A of Listing Regulations, 2015, any association of the firm as the secretarial auditor of the listed entity before March 31, 2025, shall not be considered for the purpose of calculating the aforesaid term.

In view of the above, the management of the Company evaluated certain practicing company secretary firms and took

into consideration the experience, expertise and clientele of the said firms and assessed whether their qualifications and experience were commensurate with the size and requirements of the Company. Basis the said evaluation and after taking into consideration the criteria laid down in Listing Regulations, 2015, it was proposed to consider appointment of Mehta & Mehta, practicing company secretaries, (ICSI Firm Registration Number: P1996MH007500) as Secretarial Auditors of the Company for a period of five consecutive years, commencing from financial year 2025-26 to financial year 2029-30 and the same was recommended to the Audit Committee. The Audit Committee considered the aforementioned proposal, evaluated the performance of Mehta & Mehta as Secretarial Auditors of the Company in financial year 2024-25 and recommended appointment of Mehta & Mehta, as the Secretarial Auditors of the Company to the Board.

Subsequently, the Board of Directors of the Company at its meeting held on April 23, 2025, based on the recommendation of the Audit Committee and considering the qualification and experience, approved recommendation of appointment of Mehta & Mehta, practicing company secretary, (ICSI Firm Registration Number: P1996MH007500) as the Secretarial Auditors of the Company, for a period of five consecutive years, from financial year 2025-26 to financial year 2029-30, subject to approval of the members of the Company at the ensuing Annual General Meeting of the Company, at fees to be mutually agreed upon between the Board of Directors and Secretarial Auditors, from time to time.

The requisite details and information pursuant to Regulation 36(5) of the Listing Regulations, 2015, are as under:

Particulars	Details
Terms of Appointment	Mehta & Mehta are proposed to be appointed for a period of five consecutive years, commencing from FY 2025-26 to FY 2029-30, subject to approval of the Members of the Company.
Proposed fees payable to the secretarial auditor(s)	The proposed remuneration to be paid to Mehta & Mehta for the secretarial audit and annual secretarial compliance report for the financial year 2025-26 is Rs. 2,76,200/- (excluding the goods and services tax as applicable and reimbursement of out-of-pocket expenses). Further, the Company shall avail only those services which are statutorily required and permitted to be availed from the secretarial auditors.
In case of a new auditor, any material change in the fee payable from that paid to the outgoing auditor and rationale for such material change	Not Applicable as Mehta & Mehta is presently the Secretarial Auditor of the Company.
Basis of recommendation for appointment	The recommendation by the Board for appointment of Mehta & Mehta is based on the following: d) qualifications and experience of the said firm are commensurate with the size and requirements of the Company, and e) fulfilment of the eligibility criteria by the Act and Listing Regulations, 2015.
Details and credentials of the secretarial auditor(s) proposed to be appointed	Mehta & Mehta is over 25-year-old firm promoted by Mr. Atul Mehta and Ms. Dipti Mehta. They provide legal and secretarial consultancy. They have served diversified industries such as venture capital fund, Pharmaceuticals, Software / IT industry, Textile Industry, Broking and DPs, Hotel & Hospitality, Real Estates, Oil Industry, Banking and Financial Institutions, NBFCs, Stock Exchanges, Insurance, Shipping & Maritime, etc. As required under the Listing Regulations, 2015, Mehta & Mehta, has confirmed that: a) they hold a valid peer reviewed certificate issued by Institute of Company Secretaries of India ("ICSI");

	<p>b) they are not disqualified from being appointed as Secretarial Auditors;</p> <p>c) they have no conflict of interest in terms of ICSI Auditing Standard on Audit Engagement.</p> <p>Further, Mehta & Mehta has furnished the consent letter for being appointed as the 'Secretarial Auditor' of the Company and has confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under the applicable laws.</p>
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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 an ordinary resolution.

None of the Directors or Key Managerial Personnel and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 6 and 7 - Approval for formation of 360 ONE Employee Stock Option Scheme 2025 for the employees of the Company and subsidiary company(ies) of the Company:

Employee stock options ("**Options**") have long been recognized as an effective instrument to align the interests 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.

For the purpose of acquisition of Batlivala & Karani Securities India Private Limited ("**B&K Securities**"), the Company had executed a Share Purchase and Share Subscription Agreement ("**SPSSA**") dated January 27, 2025. As intimated to the Stock Exchanges by the Company vide its intimation dated January 27, 2025, the acquisition included a grant of 28,33,000 Options at an exercise price of Re. 1/- per option with vesting over 6 years (staggered equally over 48/60/72 months) to leadership team and key employees of B&K Securities. Subsequent to consummation of SPSSA on May 27, 2025 (as intimated by the Company vide its intimation to the Stock Exchanges dated May 27, 2025), the Company now proposes to grant the above options to the said employees as per the SPSSA.

Further, as intimated to the Stock Exchanges by the Company on July 17, 2025, as a part of the Outcome of the meeting of the Board of Directors held on same day, it is proposed to grant 9,00,000 Options at an exercise price of Re. 1/- per option with a vesting schedule staggered equally over 12 / 24 months to cover 100% of eligible employees as a part of annual performance review for previous financial year i.e. FY 2024-25. This is in line with the defined performance management policy of the Company with the grant of Options based on individual employee performance in the previous financial year. The proposed grant recognizes the employees' strong performance and is a part of the total delivered annual compensation benchmarked to the industry.

Accordingly, it is proposed to implement '360 ONE Employee Stock Option Scheme 2025' ("**360 ONE ESOS 2025**" 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:

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

Accordingly, subject to approval of shareholders of the Company and in accordance with the relevant provisions of the Companies Act, 2013, read with the rules made thereunder as amended from time to time ("**Act**") 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 ("**SBEBSE Regulations**") and other applicable laws, the Board proposes to implement the Scheme. 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 ("**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 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 Act, in respect of the Scheme, are provided hereunder:

S.N.	Particulars	Details
1.	Brief description of the Scheme	<p>It is proposed to implement '360 ONE Employee Stock Option Scheme 2025' ("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 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. <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 37,33,000 (thirty seven lakh thirty three thousand) 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 37,33,000 (thirty seven lakh thirty three thousand) Options (as may be adjusted for changes in capital structure of the Company in accordance with the Scheme), which is around 0.92% 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, all Options which may be cancelled or lapsed for any reason, will be available for further grant by the Committee to any employee(s) as it may deem fit, under the Scheme, subject to compliance of the provisions of applicable laws. The terms relating to the Exercise Price, Exercise Period, Vesting, etc. in respect of such cancelled or lapsed Options to be further 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 issued under the Scheme 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 fair and reasonable adjustment(s) 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.</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. Vesting of Options would be in one or more tranches. Vesting under each tranche will be conditional upon fulfilment of criteria specific to such tranche including tenure, achievement of</p>

		individual performance milestones and/or achievement of Company performance milestones.
5.	Maximum period (subject to the Regulation 18 of the SBEBSE Regulations) within which the Options shall be vested	As stated under 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 not be less than the face value per equity share per Option, 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.
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 (excluding outstanding warrants and conversions) of the Company at the time of grant of Options and in aggregate during any one year, to any identified employee under the Scheme.
10.	Maximum quantum of benefits to be provided per employee under the Scheme	<p>As stated in serial no. 9.</p> <p>No other benefits are contemplated other than as mentioned above.</p>

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>"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."</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 and 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 and/or Options 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 Act 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 a 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. 7 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 17, 2025, 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 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. 6 and 7 of the Notice for approval by shareholders of the Company by way of special resolutions.

A copy of draft Scheme is available for inspection to shareholders upon their request in the manner as specified in Note No. 8 of this Notice.

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. 6 and 7 of the Notice for approval of the Members of the Company.

Item No. 8 - Approval for appointment of Mr. Saahil Murarka (DIN: 06717827) as a Non-Executive Non-Independent Director of the Company:

The Board of Directors of the Company at its meeting held on January 27, 2025, had approved acquisition of entire paid up equity share capital of Batlivala & Karani Securities India Private Limited ("**B&K Securities**") and execution of Share Purchase and Share Subscription Agreement ("**SPSSA**"). The said SPSSA was executed inter alia between the Company and B&K Securities on January 27, 2025. As per the said SPSSA, Mr. Saahil Murarka (DIN: 06717827) shall be appointed as a Director on the Board of Directors of the Company subject to compliance with the applicable law.

In view of the above, the Board of Directors of the Company at its meeting held on July 17, 2025, upon recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 152, 160 and 161 of the Companies Act, 2013 ("**Act**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations, 2015**") and the Articles of Association of the Company, appointed Mr. Saahil Murarka as an Additional, Non-Executive, Non-Independent Director of the Company, with immediate effect i.e. July 17, 2025, who shall be eligible to be appointed as Director of the Company liable to retire by rotation, such that his appointment as Non-Executive Non-Independent Director was subject to the approval of members of the Company by way of an ordinary resolution at next general meeting or within a period of three months from the date of appointment, whichever is earlier, as per the provisions of Regulation 17(1C) of the Listing Regulations, 2015.

Mr. Saahil Murarka is eligible to be appointed as a Non-Executive Non-Independent Director of the Company. The Company has received a notice under Section 160 of the Act, from a member proposing the candidature of Mr. Saahil Murarka as a Non-Executive Director of the Company, which has been duly reviewed and recommended by the Board of Directors to the shareholders for their approval.

Mr. Saahil Murarka has provided the consent for his appointment as a Director of the Company. Further, he has confirmed that he is neither disqualified from being appointed as a director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority, pursuant to circulars dated June 20, 2018, issued by the BSE Limited and National Stock Exchange of India Limited pertaining to the enforcement of SEBI orders regarding the appointment of directors by the listed companies.

Brief Profile of Mr. Saahil Murarka is as follows:

Mr. Saahil Murarka, an Indian national, holds a Bachelor of Science degree in Computer Science from Brunel University, Uxbridge, UK. He is a strategic financial services professional with over 12 years of diverse experience spanning equities, debt, and asset management. He currently serves as the Managing Director at B&K Securities, the wholly owned subsidiary of the Company. B&K Securities is a leading mid-cap brokerage, servicing almost all leading foreign and domestic financial institutions. At B&K Securities, he is responsible for overseeing the firm's operations, driving growth initiatives and leading high-performing teams. Prior to B&K Securities, he was associated with entities like IndusInd Bank & Grant Thornton.

The Nomination and Remuneration Committee evaluated candidature of Mr. Saahil Murarka vis-à-vis the qualifications and attributes laid down in the Nomination and Remuneration Policy and the Board Diversity Policy of the Company, and the balance of skills, knowledge and experience of the present members of the Board and then recommended the same to the Board. The Board is of the view that Mr. Saahil Murarka meets the criteria and fulfils the conditions for his appointment as a Non-Executive Non-Independent Director and his innate knowledge, experience and expertise of leading institutional broking, equity capital market and research businesses and servicing leading foreign and domestic financial institutions would be beneficial to the Company. The Board has also considered time commitments of Mr. Saahil Murarka in view of his directorships in other companies and membership / chairpersonship in committees thereof, which are within the limits prescribed under the Act and the Listing Regulations, 2015. The Board is of the view that Mr. Saahil Murarka's experience and expertise justifies his appointment and accordingly recommends the resolution set out at Item No. 8 in

this Notice for approval by the shareholders of the Company as an ordinary resolution.

Mr. Saahil Murarka as a Non-Executive Non-Independent Director shall not be entitled to any remuneration from the Company (including sitting fees for attending Meetings of the Board of Directors or Committees thereof or commission).

The requisite details and information pursuant to the Listing Regulations, 2015, the Act, and Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India as on the date of Notice, are provided in "**Annexure C**" to this Notice. A copy of the draft letter of appointment of Mr. Saahil Murarka as a Non-Executive Non-Independent Director setting out the terms and conditions is available for inspection to shareholders upon their request in the manner as specified in Note No. 8 of this Notice.

Except Mr. Saahil Murarka and his relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

Registered Office:

360 ONE Centre, Kamala City, Senapati Bapat Marg,
Lower Parel, Mumbai – 400 013
Tel: (+91-22) 4876 5600, Fax: (+91-22) 4341 1895
E-mail: secretarial@360.one
Website: www.360.one
Date: August 11, 2025
Place: Mumbai

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

**Rohit Bhase
Company Secretary
ACS – 21409**

ANNEXURE A TO THE NOTICE

Below are the key details regarding the AGM scheduled on Friday, September 5, 2025, 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 : 250813007
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 Thursday, September 4, 2025 Period of posting queries: On or before 3:00 p.m. (IST) on Thursday, September 4, 2025
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 21 09911 or contact Mr. Rakesh Dalvi, Sr. Manager, CDSL at A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or 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, August 8, 2025
7	Cut-off date for e-voting	Friday, August 29, 2025
8	Time period for remote e-voting	Commences on: Monday, September 1, 2025 (9:00 a.m. IST) Ends on: Thursday, September 4, 2025 (5:00 p.m. IST)
9	Declaration and announcement of results of e-voting	On or before Monday, September 8, 2025
10	Registrar and Transfer Agent - Contact details	MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) C 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai – 400 083 To raise an email query following is the link: https://web.in.mpms.mufig.com/helpdesk/Service_Request.html .
11	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) 4341 1895 E-mail: secretarial@360.one

ANNEXURE B TO THE NOTICE

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

Particulars	Details
Name of the Director	Mr. Rishi Mandawat
DIN	07639602
Age	45 Years
Nationality	Indian
Date of first appointment on the Board	November 23, 2022
Brief Profile / Resume	Mr. Rishi Mandawat is a Nominee Director on the Board of 360 ONE WAM LIMITED. He is a partner in Bain Capital, Mumbai, and leads investment and coverage in the financial services, industrial, energy, technology, media, telecom and pharma sectors. Prior to joining Bain Capital, he worked at McKinsey and Company in Delhi office on a number of strategic and operational issues for clients in the financial services, electric power and energy, construction, and retail and automotive sectors. Prior to joining McKinsey, he worked as a finance controller for two business units in ABB in India. He has received his MBA from the Indian Institute of Management, Ahmedabad and his B.Com (Hons.) from Jodhpur University. He is also a Chartered Accountant from the Institute of Chartered Accountants of India.
Shareholding in the Company including shareholding as a beneficial owner (as on August 11, 2025)	Nil
Board Meetings attended during the financial year 2025-26 (till August 11, 2025)	4 out of 5
Experience and expertise in Specific Functional Area	Financial and Strategic
Skills and capabilities required for the role and the manner in which the Director meets the requirements	
Qualification(s)	Mr. Mandawat received his MBA from the Indian Institute of Management, Ahmedabad and his B.Com (Hons.) from Jodhpur University. Mr. Mandawat is also a Chartered Accountant from the Institute of Chartered Accountants of India.
Terms and Conditions of appointment or re-appointment	Non-Executive Director liable to retire by rotation
Remuneration sought to be paid	No remuneration is paid or sought to be paid.
Last drawn remuneration (including sitting fees and commission)	
Relationship with other Directors and Key Managerial Personnel	Mr. Rishi Mandawat is not related to any Director or Key Managerial Personnel of the Company.
Directorship in other companies	1. 360 ONE WAM LIMITED 2. RSB Transmissions (I) Ltd 3. Opsmaint (India) Bridge DC Platform Private Limited

	4. Novopor Advanced Science Private Limited (Formerly known as Porus Laboratories Private Limited) 5. Bridge Datacentres (Mumbai) Private Limited 6. Dhoot Transmission Private Limited
Membership / Chairpersonship of committees in other companies (including listed entities) *	1. 360 ONE WAM LIMITED - Audit Committee - Member 2. 360 ONE WAM LIMITED - Stakeholders Relationship Committee- Chairperson
Directorship in other listed entities	Nil
Listed entities from which the concerned Director has resigned in the past three years	Nil

*Pursuant to Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two committees, viz. Audit Committee and Stakeholders' Relationship Committees of the Indian Companies have been considered.

ANNEXURE C TO THE NOTICE

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

Particulars	Details
Name of the Director	Mr. Saahil Murarka
DIN	06717827
Age	34 Years
Nationality	Indian
Date of first appointment on the Board	July 17, 2025
Brief Profile / Resume	Mr. Saahil Murarka, an Indian national, holds a Bachelor of Science degree in Computer Science from Brunel University, Uxbridge, UK. He is a strategic financial services professional with over 12 years of diverse experience spanning equities, debt, and asset management. He currently serves as the Managing Director at Batlivala & Karani Securities India Pvt. Ltd. ("B&K"), the wholly owned subsidiary of the Company. B&K is a leading mid-cap brokerage, servicing almost all leading foreign and domestic financial institutions. At B&K, he is responsible for overseeing the firm's operations, driving growth initiatives and leading high-performing teams. Prior to B&K, he was associated with entities like IndusInd Bank & Grant Thornton.
Shareholding in the Company including shareholding as a beneficial owner (as on August 11, 2025)	Equity Shares – 50,99,982 Convertible Warrants - 33,33,333
Board Meetings attended during the financial year 2025-26 (till August 11, 2025)	1 out of 1
Experience and expertise in Specific Functional Area	Please refer to the Explanatory Statement.
Skills and capabilities required for the role and the manner in which the Director meets the requirements	
Qualification(s)	Bachelor of Science in Computer Science from Brunel University, Uxbridge, UK.
Terms and Conditions of appointment or re-appointment	Non-Executive Non-Independent Director liable to retire by rotation
Remuneration sought to be paid	Mr. Murarka as a Non-Executive Non-Independent Director shall not be entitled to any remuneration from the Company (including sitting fees for attending Meetings of the Board of Directors or Committees thereof or commission).
Last drawn remuneration (including sitting fees and commission)	Nil
Relationship with other Directors and Key Managerial Personnel	Mr. Saahil Murarka is not related to any Director or Key Managerial Personnel of the Company.
Directorship in other companies	1. Batlivala & Karani Securities India Private Limited 2. BK Financial Consultants Private Limited
Membership / Chairpersonship of committees in other	Nil

companies (including listed entities)*	
Directorship in other listed entities	Nil
Listed entities from which the concerned Director has resigned in the past three years	Nil

*Pursuant to Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two committees, viz. Audit Committee and Stakeholders' Relationship Committees of the Indian Companies have been considered.