

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**CORRIGENDUM TO THE NOTICE OF THE 1ST EXTRAORDINARY GENERAL MEETING FOR THE FINANCIAL YEAR 2025-26**

Corrigendum to the Notice of the 1st Extraordinary General Meeting for the financial year 2025-26 (“**EGM**”) of the Members of 360 ONE WAM LIMITED (“**Company**”) to be held on Tuesday, May 20, 2025, at 2:00 p.m. (IST) through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”).

The Company had dispatched a Notice of EGM dated April 28, 2025 (“**EGM Notice**”) via email to the Members of the Company as on April 18, 2025, in due compliance with the provisions of the Companies Act, 2013, read with the relevant rules made thereunder and the circulars issued by the Ministry of Corporate Affairs and Securities Exchange Board of India and other applicable laws.

Pursuant to the requirements of Regulation 28(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company had filed applications for obtaining in-principle approval of the BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”) (collectively, “**Stock Exchanges**”) for the proposed preferential issue of warrants, as detailed in Item No. 1, in the EGM Notice, along with the explanatory statement thereto.

Pursuant to the correspondence with Stock Exchange(s), a revised report dated May 15, 2025, was issued by KPMG Valuation Services LLP (“**KPMG**”) to revise the report dated April 18, 2025, (“**Revised Report**”) and align the calculation of the floor price of the warrants proposed to be issued by the Company in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**ICDR Regulations**”), as detailed in the Revised Report.

Accordingly, said Revised Report was taken on record by the Board at its meeting held on May 15, 2025. The Board also took note of the revised floor price for the proposed preferential issue of warrants, as per the pricing formula prescribed under the ICDR Regulations which shall not be less than higher of the following:

- (a) 90 (ninety) trading days’ volume weighted average price (“**VWAP**”) of the equity shares of the Company, quoted on NSE, preceding the ‘Relevant Date’ i.e. Rs. 1,022.59/- (Rupees one thousand and twenty two and paise fifty nine only) per equity share (revised from Rs. 1,022.72/- (Rupees one thousand and twenty two and paise seventy two only)); or
- (b) 10 (ten) trading days’ VWAP of the equity shares of the Company, quoted on NSE, preceding the ‘Relevant Date’ i.e. Rs. 888.63/- (Rupees eight hundred and eighty eight and paise sixty three only) per equity share (remains unchanged).

It is hereby clarified that that the issue price of the warrant remains unchanged at Rs. 1,030.00/- (Rupees one thousand and thirty only). The total consideration for the warrants remains unchanged at Rs. 2111,80,27,170.00/- (Rupees two thousand one hundred and eleven crores eighty lakhs twenty seven thousand one hundred and seventy only).

Further, it is clarified that the Proposed Allottee did not hold any shares / sell any shares of the Company during the 90 (ninety) trading days prior to the Relevant Date in its proprietary capacity.

Accordingly, this corrigendum (“**Corrigendum**”) is being issued in continuation of and conjunction with the EGM Notice together with the explanatory statement thereof. This Corrigendum shall be deemed to be an integral part of the EGM Notice. Pursuant to this Corrigendum, the members of the Company are hereby informed and

requested to take note of the following modifications in Explanatory Statement in the EGM Notice *(in addition to the revision in 90 trading days' VWAP of the equity shares of the Company as aforesaid)*:

Modifications in Explanatory Statement to Resolution at Item No. 1:

1. Purpose or object of the preferential issue:

The Board at its meeting held on April 22, 2025, has approved Preferential Issue of 2,05,02,939 (two crores five lakhs two thousand nine hundred and thirty nine) Warrants to UBS AG. An amount equivalent to 25% (twenty five per cent) of the Warrant Exercise Price shall be payable at the time of subscription and allotment of Warrants, and the balance 75% (seventy five per cent) of the Warrant Exercise Price shall be payable at the time of allotment of Equity Shares pursuant to exercise of the right attached to the Warrants to subscribe to Equity Shares within 18 (eighteen) months from the date of allotment of Warrants. The amount paid against Warrants shall be adjusted / set-off against the issue price for the Equity Shares. The proceeds from issue of Warrants and from issue of Equity Shares shall be utilised towards following objects of the Preferential Issue:

Nature of utilization	Amount (In Rs.)*	Tentative timeline for utilization of funds
Investment in the form of debt or equity in broking business in any of the subsidiary(ies) of 360 ONE WAM Ltd. which are registered with SEBI as a stock broker.	4,00,00,00,000	Till the conclusion of FY 2027-28
Investment in the form of debt or equity in our wholly owned subsidiary, viz. 360 ONE Prime Ltd.	10,00,00,00,000	Till the conclusion of FY 2027-28
Investment in the form of debt or equity in our wholly owned subsidiary - 360 ONE Alternates Asset Management Ltd.	2,00,00,00,000	Till the conclusion of FY 2027-28
Other general corporate purposes**	5,11,80,27,170	Till the conclusion of FY 2025-26
Total	2111,80,27,170	

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

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

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

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

The Company would have flexibility in deploying the proceeds received by the Company from the Preferential Issue in accordance with applicable laws. Pending utilization for the purposes described above, the Company intended to temporarily invest funds in money market mutual funds and/or deposits with scheduled banks.

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

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

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

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

The Relevant Date is Thursday, April 17, 2025, for determination of the Floor Price of the Warrants to be issued. The Articles of Association of the Company authorise issue of securities on a preferential basis and do not provide for a method of determination of the floor price for Warrants.

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

- (a) 90 (ninety) trading days’ volume weighted average price (“VWAP”) of the equity shares of the Company, quoted on NSE, preceding the ‘Relevant Date’ i.e. Rs. 1,022.59/- (Rupees one thousand and twenty two and paise fifty nine only) per equity share; or
- (b) 10 (ten) trading days’ VWAP of the equity shares of the Company, quoted on NSE, preceding the ‘Relevant Date’ i.e. Rs. 888.63/- (Rupees eight hundred eighty eight and paise sixty three only) per equity share.

Accordingly, the price per Warrant to be issued i.e. Warrant Exercise Price is fixed at Rs. 1,030.00/- (Rupees one thousand and thirty only) which is higher than Rs. 1,022.59/- (Rupees one thousand and twenty two and paise fifty nine only) i.e. the Floor Price. The Warrant Exercise Price is at a premium of Rs. 1,029/- (Rupees one thousand and twenty nine only) to face value of equity shares of the Company. It is hereby clarified that the issuance of Warrants is for cash consideration.

The pricing of the Warrants has been performed by KPMG Valuation Services LLP (“KPMG”) an independent registered valuer under the provisions of Companies Act, 2013, with registration no. IBBI/RV-E/06/2020/115 having its office at Building 10, 8th Floor, Tower-C, DLF Cyber City, Phase II, Gurugram, Haryana - 122002, India, *vide* its report dated April 18, 2025¹.

¹ KPMG has issued a revised report dated May 15, 2025, to align the calculation of the floor price of the warrants proposed to be issued by the Company in accordance with ICDR Regulations. The revised report shall supersede (to the extent of

The said report of KPMG is available for inspection by Members upon request. Kindly send your request at secretarial@360.one. The said report is also made available at:

<https://www.360.One/Content/Investors/Computation-of-per-share-equity-value-of-360ONE-WAM-Limited.pdf>

15. The current and proposed status of the Proposed Allottee post the preferential issue namely promoter and non-promoter:

The Proposed Allottee as on the date of this Notice does not hold any equity shares of the Company in its proprietary capacity and its status is non-promoter. Post the proposed allotment, it will continue to be non-promoter shareholder.

16. Practicing Company Secretary's certificate²:

The Company has obtained a certificate from Mehta & Mehta, Practicing Company Secretary, certifying that the preferential issue is being made in accordance with the requirements of the ICDR Regulations and the same is available for inspection by a Member upon request. Kindly send your request at secretarial@360.one. A copy of the certificate is also made available on the website of the Company at: https://www.primeinfobase.in/ir_download/ppn_corp_announcements/360ONECERTIFICATE_BY_PCS_WARRANTS.pdf.

21. Lock-in period:

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

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

23. Other Disclosures:

- (a) The Company is eligible to make the preferential issue of Warrants under the provisions of Chapter V of the ICDR Regulations and the Companies Act, 2013.
- (b) Neither the Company, nor any of the promoter and promoter group of the Company nor any of the directors of the Company are categorized as wilful defaulters or fraudulent borrower as defined under the ICDR Regulations.
- (c) Neither the promoter and promoter group members of the Company nor any of the directors of the Company are categorized as a fugitive economic offender, as defined under the ICDR Regulations.
- (d) The Proposed Allottee has not sold any equity shares of the Company during the 90 (ninety) trading days preceding the Relevant Date in its proprietary capacity.
- (e) The Company has no subsisting default in the redemption or payment of dividend on equity shares of the Company since the commencement of the Companies Act, 2013.

the revised calculations of the floor price of the warrants) and should be read in conjunction with the previously issued report dated April 18, 2025. The said revised report is also made available on the website of the Company at: <https://www.360.One/Content/Investors/Computation-of-per-share-equity-value-of-360-ONE-WAM-LIMITED-May25.pdf> and is available for inspection by Members upon request. Kindly send your request at secretarial@360.one.

² Mehta and Mehta has issued a revised certificate dated May 15, 2025, basis the revised report of KPMG. The revised certificate shall supersede (to the extent of the revised calculations of the floor price of the warrants and revised report of KPMG annexed to the said certificate) and should be read in conjunction with the previously issued certificate dated April 25, 2025. The said revised certificate is also made available on the website of the Company at: <https://www.360.One/Content/Investors/Certificate-by-PCS-May25.pdf> and is available for inspection by Members upon request. Kindly send your request at secretarial@360.one.

- (f) The Company does not have any outstanding dues to the Board, the Stock Exchanges or the depositories as on the date of the Notice.
- (g) The proposed preferential issue is not being made to anybody corporate incorporated in, or a national of a country which shares a land border with India.
- (h) The Company is in compliance with the conditions for continuous listing.

For ease of reference, a corrected version of the EGM Notice reflecting the above modifications is being dispatched to the Members of the Company separately.