

CORPORATE GOVERNANCE REPORT

This Corporate Governance Report relating to the financial year ended March 31, 2023, is issued in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”).

1. COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE

360 ONE WAM LIMITED (“Company” and formerly known as IIFL Wealth Management Limited) follows the high standards of governance and disclosure. The Company firmly believes that adherence to business ethics and commitment to corporate governance will help the Company achieve its vision of being the most respected and trusted wealth and asset management company in the financial services space in India. Since inception, the promoters have demonstrated exemplary track record of governance and utmost integrity. This report gives a comprehensive view of the governance standards adopted by the Company.

2. BOARD OF DIRECTORS

(a) Composition of the Board of Directors

The Board of Directors (“Board”) of the Company has an optimum combination of executive and non-executive Directors (including an Independent Woman Director). The Board composition is in conformity with the applicable provisions of Companies Act, 2013 and SEBI Listing Regulations, 2015, as amended from time to time. The Board of the Company represents an optimal mix of expertise, knowledge and experience. Further, the Independent Directors on the Board of the Company are highly respected for their professional integrity as well as rich experience and expertise. The Board provides leadership, strategic guidance and discharges its fiduciary duties of safeguarding the interest of the Company and its stakeholders. All the Directors of the Company except the Independent Directors are liable to retire by rotation as per the provisions of Companies Act, 2013.

During the year under review:

- Mr. Sandeep Naik, Mr. Gopalakrishnan Soundarajan and Mr. Shantanu Rastogi, non-executive directors of the Company resigned w.e.f. November 23, 2022, and
- Mr. Rishi Mandawat and Mr. Pavninder Singh, appointed as non-executive nominee directors w.e.f. November 23, 2022.

Accordingly, the composition of the Board as on March 31, 2023, is as follows:

Category	Name of the Directors
Independent & Non-Executive Directors	Mr. Nilesh Vikamsey – Chairperson
	Ms. Geeta Mathur
	Dr. Subbaraman Narayan
	Mr. Pankaj Vaish
Managing Director & Promoter	Mr. Karan Bhagat
Non-Executive Directors & Promoters	Mr. Nirmal Jain
	Mr. Venkataraman Rajamani
	Mr. Yatin Shah
Non-Executive Directors (Nominee Directors)#	Mr. Rishi Mandawat
	Mr. Pavninder Singh

nominated by BC Asia Investments X Limited, equity shareholder of the Company.

(b) Brief profiles of the Directors are as follows:

• Mr. Nilesh Vikamsey - Independent Director

Mr. Nilesh Vikamsey is an Independent Director on the Board of the Company. He has an experience of more than 37 years and has expertise in the field of accounting, audit, taxation, management consultancy & strategic planning. He is a senior partner at KKC & Associates LLP (formerly - Khimji Kunverji & Co LLP) – an 86-year-old Chartered Accountants firm. He is an Independent Director in many other listed and unlisted companies. He is a past president of ICAI. He was a director & the past chairman of Federal Bank Limited and member of IRDA. Mr. Vikamsey is presently a member of the Advisory Committee on Mutual Funds of SEBI, Chairman of National BFSI Committee and Vice President of West India Council of Indo American Chamber of Commerce, Core Group Member of Bombay Chartered Accountants’ Society (BCAS) & Managing Council Member of the Chamber of Tax Consultants (CTC). He is member of Advisory Boards of Blacksoil Group, IC3 Institute & MentorMyBoard. He is a trustee in ‘Sayagi U Ba Khin’ Memorial Trust (Vipassana International Academy, Igatpuri) & few educational trusts in Mumbai. He was an observer on the Board of International Federation of Accountants and Member of IFAC’s Technology Advisory Group, was Chairman of SEBI’s Qualified Audit Report Committee and was member of Corporate Governance Committee chaired by Uday Kotak, Primary Market Advisory Committee and Committee on Disclosures and Accounting Standards (SCODA). He is member of International Auditing and Assurance Standards Board (IAASB) Reference Group for Audits of Less Complex Entities. He is a Speaker/

Chairman, at various seminars, meetings, lectures held by various Committees, Regional Councils, Branches & Study Circles of ICAI and various other organizations.

- **Mr. Karan Bhagat - Managing Director**

Mr. Karan Bhagat is the Promoter and Managing Director of the Company. He holds an MBA in Finance from the Indian Institute of Management, Bangalore and acquired his bachelor's degree in Commerce from St. Xavier's College, Kolkata. He has more than 20 years of experience in the financial services sector. He is responsible for providing direction and leadership towards achievement of organization's strategic goals and objectives. He was recognised as 'Asia's Promising Business Leaders' by The Economic Times in 2022. He featured in Fortune India's '40 under 40' list in 2016 and 2017 and The Economic Times '40 under 40' list in 2017. He also received the URS Asia One Global Indian of the Year award in 2018.

- **Mr. Yatin Shah - Non-Executive Director**

Mr. Yatin Shah is the Joint CEO of our Wealth Management Business and Promoter and Non-Executive Director on the Board of the Company. He acquired his M.Sc. degree in Finance from Cass Business School, London and holds a bachelor's degree in commerce from University of Mumbai. He has more than 20 years of experience in the financial services sector, across equity research and private wealth management. He focuses on the wealth practice besides client services, marketing and client experiences. He is responsible for introducing our proposition to new clients, as well as expanding the relationship with existing clients. Among other awards, he is a recipient of the Best Financial Manager award for the best registered deal by Asian Institute of Management, Manila.

- **Mr. Nirmal Jain - Non-Executive Director**

Mr. Nirmal Jain is the Promoter and Non-Executive Director on the Board of the Company. He founded IIFL Group in 1995. Under his visionary leadership, IIFL Group has grown to become one of the leading financial services players in post liberalized India with a combined market capitalization of USD 4.2 billion serving over 14 million diverse customers in wealth & asset management, consumer lending, securities trading & discount broking spaces. With an impeccable track record of governance and growth, the Group has attracted marquee investors and won accolades internationally. He has been a pioneer in technology led disruptions in financial services space creating new standards in securities trading, consumer finance, wealth and asset management. He is also one of the leading proponents of financial inclusion and financial literacy in India.

He holds a PGDM (Post Graduate Diploma in Management) from Indian Institute of Management, Ahmedabad (IIMA) and is a rank holder Chartered Accountant and Cost Accountant. He started his career in 1989 with Hindustan Unilever Limited and founded IIFL Group as an independent equity research company in 1995. He has close to three decades of experience spearheading diverse businesses in the financial services sector.

- **Mr. Venkataraman Rajamani - Non-Executive Director**

Mr. Venkataraman Rajamani is the Promoter and Non-Executive Director on the Board of the Company. He holds a Post Graduate Diploma in Management from Indian Institute of Management (IIM), Bangalore, and a Bachelor in Electronics and Electrical Communications Engineering from IIT, Kharagpur. He joined IIFL Group in 1999. He has been contributing immensely in the establishment of various businesses and spearheading key initiatives of IIFL Group over the past 23 years. He has previously held senior managerial positions at ICICI Limited, including ICICI Securities Limited, their investment banking joint venture with J P Morgan of US and Barclays – BZW. He worked as an Assistant Vice President with GE Capital Services India Limited in their private equity division. He has a varied experience of more than 30 years in the financial services sector.

- **Ms. Geeta Mathur - Independent Director**

Ms. Geeta Mathur is an experienced finance professional and an Independent Director on the Board of the Company. She is a chartered accountant, with over 25 years of experience in banking, risk management and treasury in large organizations. She built and led high performing teams and helped formulating and financing risk mitigated growth strategies.

She started her career with ICICI, where she worked for over 10 years in the field of project, corporate and structured finance as well as represented ICICI on the Board of reputed companies such as Eicher Motors, SIEL Limited etc. She then worked in various capacities in large organizations such as IBM and Emaar MGF across areas of corporate finance, treasury, risk management and investor relations. She also developed a strong understanding of systems, including IT systems and processes for efficient budgeting and working capital management.

She transitioned to the development sector and worked as CFO of Helpage India, one of the largest and oldest national level NPO in India working for the cause of the elderly. She brought about systemic changes in the financial management systems including transition to Oracle ERP and won several awards for presentation and transparency in presentation of accounts during her tenure.

She currently serves as an independent director in various large organizations across manufacturing and services such as Info Edge (India) Ltd, NIIT Ltd. and Motherson Sumi Wiring India Ltd. She is a member of/chairs Audit Committees/Risk Management Committees/Nomination and Remuneration Committees. Exposure to multiple industries disciplines helps her cross pollinate ideas and contribute effectively as a board member. She is the co-chair of the India chapter of Women Corporate Directors Foundation, a US based organization with a mission to foster a powerful, trusted community of influential women corporate directors and increase the pipeline of qualified female board candidates.

- **Dr. Subbaraman Narayan - Independent Director**

Dr. Subbaraman Narayan is an Independent Director on the Board. He holds a PhD from IIT Delhi. He has 40 years of experience in the fields of economics, economic policy and administration. He has been a senior research fellow at the Institute of South Asian Studies, National University of Singapore since 2005. He has previously held the positions of finance and economic affairs secretary; economic advisor to the Prime Minister of India; secretary in the Department of Revenue, Ministry of Finance, Government of India; secretary, Ministry of Petroleum and Natural Gas, Government of India; and secretary, Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India.

- **Mr. Pankaj Vaish - Independent Director**

Mr. Pankaj Vaish is an Independent Director on the Board. He is an MBA from Carlson School of Management, University of Minnesota, Minneapolis, USA and a B. Tech. in Mechanical Engineering from IIT-BHU (Indian Institute of Technology, Banaras Hindu University). He was a Gold Medalist at IIT-BHU and has been awarded the Distinguished Alumni award by IIT-BHU Alumni Association. He has more than 37 years of experience. He spent more than 28 years with Accenture, where he built businesses from scratch and scaled them to global proportions, having held several regional and global roles. He has wide ranging experience in running large businesses and managing global operations, with deep experience in B2B sales, management consulting, technology led transformation, people management, BPO, offshoring and outsourcing. He is actively engaged in the financial services and technology industries, and is associated with companies across segments of these industries. He is a board director, a consultant, a mentor and an advisor. As part of his participation in India's startup ecosystem, he is supporting various technology product companies in sharpening their market focus and scaling their businesses. He is a Certified Independent Director and a Registered Independent Director (Life Time) with the Indian Institute of Corporate Affairs (under the aegis of

MCA). He is a Professor of Practice of Management at the Amrut Mody School of Management (AMSOM), Ahmedabad University (AU). He is supporting AU in its transformation to become a globally relevant institution, with particular focus on industry collaboration and the development and delivery of a new course to help MBA students prepare for a career via hands on experiential learning. He is an Independent Director on the boards of KIMS Hospitals, Fusion Micro Finance Ltd. and Xchanging Solutions Ltd., and a Non-Executive Nominee Director on the board of Indium Software.

- **Mr. Rishi Mandawat - Non-Executive Nominee Director**

Mr. Rishi Mandawat is a Nominee Director on the Board of the Company. He is a partner in Bain Capital, Mumbai, 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 & Company in the 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 was a summer analyst at P&G in Mumbai. He 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.

- **Mr. Pavninder Singh - Non-Executive Nominee Director**

Mr. Pavninder Singh is a Nominee Director on the Board of the Company. He serves as the Managing Director at Bain Capital Private Equity, LP, as part of the Asia Pacific Private Equity team. He leads their efforts in India and Southeast Asia with a focus on financial & business services and industrial & energy verticals. Prior to that he was based in the New York Office as part of the North American Private Equity industrials team. He has been closely involved with a number of Bain Capital's investments in the region, including Axis Bank, Hero MotoCorp, JM Baxi, L&T Financial Services, Quest Engineering, Chindata, Emcure Pharmaceuticals and Brillio.

He currently serves on the boards of Quest, L&T Finance Holdings Ltd. and Brillio. Prior to Bain, he served as a Co-Chief Executive Officer of Medrishi.com. He also served as a consultant at Mercer Management Consulting, where he consulted in the e-commerce, retail, and energy industries.

He received an M.B.A. from Harvard Business School, where he was a Baker Scholar and has also received a B.A. degree from Harvard College.

(c) **Attendance of Directors at Board Meetings, last Annual General Meeting (“AGM”) and number of other Directorship(s) and Chairmanship(s)/Membership(s) of Committees of each Director in various companies:**

During the financial year under review, nine Board Meetings were held on the following dates: May 4, 2022; May 25, 2022; July 25, 2022; September 24, 2022 (and adjournment thereof on September 30, 2022); October 19, 2022; November 15, 2022; November 23, 2022 and January 19, 2023.

The Company has received necessary disclosures from all the Directors regarding committee positions held by them in other companies pursuant to Regulation 26(2) of SEBI Listing Regulations, 2015. The below table provides details of the Directors of the Company, category of Directorship, shares held by them in the Company, attendance at the Board Meetings and at the last AGM held during the year under review, directorships, committee memberships and chairpersonships in other Indian companies as on March 31, 2023:

Name and DIN	Category of Directorship	Date of appointment	No. of shares and % of shares held by the Director out of total paid up share capital as on March 31, 2023	Attendance at Board Meetings held during the year [§]	Attendance at last AGM held on September 30, 2022	No. of Directorships (including the Company) [#]	No. of memberships in Committees of companies (including the Company) [^]	No. of Chairpersonships in Committees of companies (including the Company) [^]
Mr. Nirmal Jain (DIN: 00010535)	Non-Executive Director	January 17, 2008	2,49,15,424 (7%)	9 out of 9	Present	5	Nil	Nil
Mr. Venkataraman Rajamani (DIN: 00011919)	Non-Executive Director	January 17, 2008	53,96,816 (1.52%)	7 out of 9	Present	6	3	1
Mr. Nilesh Vikamsey (DIN: 00031213)	Chairperson and Independent Director	August 25, 2014	94,284 (0.03%)	9 out of 9	Present	10	10	5
Ms. Geeta Mathur (DIN: 02139552)	Independent Director	March 3, 2015	NIL	9 out of 9	Present	11	9	5
Dr. Subbaraman Narayan (DIN: 00094081)	Independent Director	June 25, 2019	NIL	7 out of 9	Present	8	5	3
Mr. Pankaj Vaish (DIN 00367424)	Independent Director	January 22, 2020	NIL	9 out of 9	Present	5	6	Nil
Mr. Karan Bhagat (DIN: 03247753)	Managing Director	September 27, 2010	5,96,716 (0.17%)	8 out of 9	Present	5	1	Nil
Mr. Yatin Shah (DIN: 03231090)	Non-Executive Director	September 27, 2010	1,37,25,960 (3.85%)	8 out of 9	Present	7	3	Nil
Mr. Rishi Mandawat (DIN: 07639602)*	Nominee Director	November 23, 2022	NIL	2 out of 2	Not Applicable	5	4	Nil
Mr. Pavninder Singh (DIN: 03048302)*	Nominee Director	November 23, 2022	NIL	2 out of 2	Not Applicable	4	Nil	Nil
Mr. Shantanu Rastogi (DIN: 06732021)*	Nominee Director	February 25, 2016	Not Applicable	7 out of 8	Absent	Not Applicable	Not Applicable	Not Applicable
Mr. Sandeep Naik (DIN: 02057989)*	Nominee Director	February 25, 2016	Not Applicable	2 out of 8	Absent	Not Applicable	Not Applicable	Not Applicable
Mr. Gopalakrishnan Soundarajan (DIN 05242795)*	Non-Executive Director	January 22, 2020	Not Applicable	7 out of 8	Present	Not Applicable	Not Applicable	Not Applicable

Notes:

[§] Including both original and adjourned meetings.

[#] The directorships do not include directorship(s) in foreign companies and Section 8 companies under the Companies Act, 2013.

[^] In accordance with Regulation 26 of the SEBI Listing Regulations, 2015, membership(s) and chairpersonship(s) of only audit committee and stakeholders relationship committee in all public limited companies are considered.

* Appointed w.e.f. November 23, 2022 and accordingly the details of their attendance pertains to meetings held on and after the said date.

* Resigned with effect from November 23, 2022 and accordingly the details of their attendance pertains to meetings held upto the said date.

As on March 31, 2023, following is the shareholding of the other Key Managerial Personnel (“KMP”) of the Company:

Name	No. of shares	Percentage of total paid up capital as on March 31, 2023
Mr. Sanjay Wadhwa, Chief Financial Officer	2000	0.001
Mr. Rohit Bhase, Company Secretary	Nil	Nil

The average tenure of the Directors in the Company as on March 31, 2023 is 8.10 years.

DETAILS OF SENIOR MANAGEMENT OF THE COMPANY

During the year under review, there was no change in the Senior Management ("SM") of the Company. As on the date of the Report, the following officials are the SMs, pursuant to the provisions of Companies Act, 2013 and SEBI Listing Regulations, 2015:

- a) Mr. Anshuman Maheshwary – Chief Operating Officer
- b) Mr. Sanjay Wadhwa – Chief Financial Officer
- c) Mr. Rohit Bhave – Company Secretary and Compliance Officer

The below table provides details of the names of the Directors with the names of the listed entities (i.e. whose equity shares are listed on stock exchanges) where they are directors and the category of directorship as on March 31, 2023:

Name and DIN	Directorship in listed entities including the Company	Category of Directorship
Mr. Nirmal Jain (DIN: 00010535)	IIFL Finance Limited	Managing Director
	360 ONE WAM LIMITED	Non-Executive and Non-Independent Director
Mr. Venkataraman Rajamani (DIN: 00011919)	IIFL Finance Limited	Managing Director
	360 ONE WAM LIMITED	Non-Executive Non-Independent Director
	IIFL Securities Limited	Managing Director
Mr. Nilesh Vikamsey (DIN: 00031213)	IIFL Finance Limited	Independent Director
	Thomas Cook (India) Limited	Independent Director
	Gati Limited	Independent Director
	Thejo Engineering Limited	Independent Director
	PNB Housing Finance Limited	Independent Director
	360 ONE WAM LIMITED	Independent Director
	Allcargo Logistics Limited	Independent Director
Ms. Geeta Mathur (DIN: 02139552)	NIIT Limited	Independent Director
	IIFL Finance Limited	Independent Director
	Info Edge (India) Limited	Independent Director
	360 ONE WAM LIMITED	Independent Director
	OnMobile Global Limited	Independent Director
	Healthcare Global Enterprises Limited	Independent Director
	Motherson Sumi Wiring India Limited	Independent Director
Dr. Subbaraman Narayan (DIN : 00094081)	Dabur India Limited	Independent Director
	Seshasayee Paper and Boards Limited	Independent Director
	Artemis Medicare Services Limited	Independent Director
	360 ONE WAM LIMITED	Independent Director
Mr. Karan Bhagat (DIN: 03247753)	360 ONE WAM LIMITED	Managing Director
Mr. Yatin Shah (DIN: 03231090)	360 ONE WAM LIMITED	Non-Executive Non-Independent Director
Mr. Pankaj Vaish (DIN: 00367424)	360 ONE WAM LIMITED	Independent Director
	Krishna Institute of Medical Sciences Limited	Independent Director
	Xchanging Solutions Limited	Independent Director
	Fusion Micro Finance Limited	Independent Director
Mr. Rishi Mandawat (DIN: 07639602)	360 ONE WAM LIMITED	Non-Executive Nominee Director
Mr. Pavninder Singh (DIN: 03048302)	360 ONE WAM LIMITED	Non-Executive Nominee Director
	L&T Finance Holdings Limited	Non-Executive Director

The Board has identified the following skills/expertise/competence for the effective functioning of the Company which is currently available with the Board. The below table highlights the key skills/expertise/competence of the Board of Directors in context of the Company's business for effective functioning and as available with the Board.

Skills/expertise/competence [#]	Mr. Nirmal Jain	Mr. Venkataraman Rajamani	Mr. Nilesh Vikamsey	Dr. Subbaraman Narayan	Mr. Pankaj Vaish	Ms. Geeta Mathur	Mr. Yatin Shah	Mr. Rishi Mandawat	Mr. Karan Bhagat	Mr. Pavninder Singh
Strategic Advisor	√	√	√	√	-	√	√	-	√	√
Monetary Policy	√	√	√	√	-	√	√	-	√	√
Leadership	√	√	√	√	√	√	√	-	√	√
Corporate Governance	√	√	√	√	√	√	√	-	√	√
Risk and Compliance	√	√	√	√	√	√	√	-	√	√
Financial Expertise	√	√	√	√	√	√	√	√	√	√
Stakeholder Relationship	√	√	√	√	√	√	√	-	√	√
Technology led transformation	-	-	-	-	√	-	-	√	-	-

[#] These skills/expertise/competencies are broad-based, encompassing several areas of expertise/experience as shown in the table above. Each Director may possess varied combinations of skills/expertise/competencies within the described set of parameters.

(d) Board Level Performance Evaluation:

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Chairperson, Managing Director, Non-Executive Directors, Independent Directors, Committees and Board as a whole.

The key criteria for performance evaluation are as under:

For Chairperson:

The criteria for evaluation of Chairperson, inter alia, included his ability to steer the Meetings effectively, seeking views of Board members, keeping shareholders' interests in mind during discussions and decisions, understanding governance and regulatory requirements, effective leadership, etc.

For Managing Director:

The criteria for evaluation of Managing Director, inter alia, included his ability to correctly anticipate business trends, opportunities, and priorities affecting the Company's prosperity and operations, ability to facilitate team-building and cohesiveness among the Company's employees, effective leadership for the organisation, setting and maintaining high standards of ethics and integrity, and active initiatives in creating new products and services.

For Non-Executive Directors:

The criteria for evaluation of Non-Executive Directors, inter alia, included their ability to fulfil the functions as assigned by the Board and the law and to act as an effective team member, attendance at the Meetings and contribution at the Meetings of the Board and Committees.

For Independent Directors:

The criteria for evaluation of the Independent Directors, inter alia, included independence from the Company and

other Directors to avoid conflict of interest, ability to exercise their own judgement, ability to arbitrate in the interest of the Company as a whole in situations of conflict of interest and staying abreast of the developments affecting the Company.

For Board as a whole:

The criteria for evaluation of the Board, inter alia, included competency of the Board to conduct the Company's affairs, composition and diversity, constructiveness of the Meetings of the Board, cohesiveness of the Board to function as a team, managing current and potential strategic issues, risk management and corporate culture and values.

For Committees of the Board

The criteria for evaluation of the Committees of the Board, inter alia, included composition and effectiveness of the Committees, frequency and regularity of the Meetings of the Committees, duration of the Meetings and effective recommendation to the Board.

The Board carried out the evaluation of its performance and discussed the suggestions received from the Directors as a part of board evaluation process for the year under the review. The suitable feedback was conveyed to the Directors and the management, for necessary action. It also noted the development in the areas of focus identified in the previous year's evaluation.

(e) Separate Meeting of the Independent Directors:

In compliance with the provisions of the Companies Act, 2013 and Regulation 25 of SEBI Listing Regulations, 2015, a separate Meeting of Independent Directors of the Company, without the presence of any other Non-Executive/Executive Director, was held on March 15, 2023, inter alia, to discuss the following:

- To review the performance of Non-Independent Directors, Committees and the Board as a whole;
- To review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- To assess the quality, quantity and timeliness of flow of information between the management of the Company and the Board that is necessary for the Board to effectively and reasonably perform its duties.

Upon conclusion of the Meeting, the Independent Directors made certain suggestions to the management and expressed an overall satisfaction with the board processes, management willingness and cooperation with respect to providing information, the ability and effectiveness of the Board to work as a team, and with confidence in the team to focus on creating long term value. They also took note of the developments in the areas suggested by them in the meeting of Independent Directors held in financial year 2021-22.

(f) Familiarization programme for Independent Directors:

(i) Initial Familiarization:

The Company arranges meetings between the Independent Directors and senior management of the Company to discuss the functioning of the Board and the nature of the operation of the business activities of the Company and its subsidiaries.

(ii) Continuing Education Process:

The Company through its Managing Director, Key Managerial Personnel and senior management personnel makes presentations to the Board to familiarize the Independent Directors inter alia with the strategy, financial performance budgets, regulatory updates and overview of performance of business on a regular basis.

The details of such familiarization programmes of the Company may be accessed on the website of the Company at: https://www.primeinfobase.in/360ONE/files/policies/360ONE_Familiarization_Programme%202022-23.pdf.

(g) Meetings of the Board:

- Frequency: The Board meets at least once a quarter to review the quarterly results and other items of the agenda. Whenever necessary, additional Board Meetings are held. In case of business exigencies, resolutions are passed by circulation as permitted by law, which are noted in the subsequent Board Meetings.
- Location: The Meetings were generally held at the Company's Registered & Corporate Office and in accordance with the statutory provisions, exemptions and relaxations provided by Ministry of Corporate

Affairs, facility to attend through video-conferencing was provided in all Meetings of the Board held in the financial year 2022-23.

- Notice and Agenda: The Board and the Committees are presented with detailed notes, along with the agenda papers to enable Directors to take informed decisions. With a view to leverage technology and reducing paper consumption, the Company has implemented app based e-meeting system, which can be accessed through secured iPads provided to the Directors. The Board periodically reviews compliance reports of laws applicable to the Company, prepared and placed before the Board by the management.
- Presentations by management: The Board is given presentations, wherever practicable covering finance, sales, marketing, major business segments and operations of the Company, domestic and global business environment including business opportunities, business strategy, risk management practices and operating performance of the Company while taking on record the financial results of the Company.

(h) Information placed before Board and Committees:

The information periodically placed before the Board and the Committees inter alia includes:

- Report on Internal Audit and Internal Financial Controls;
- Quarterly Financial Results on standalone and consolidated basis;
- Review of Policies and periodic updation;
- Annual budget;
- Performance of the Company and its subsidiaries;
- Risk mitigation measures;
- Remuneration of Directors & senior management;
- Minutes of the Meetings of the Board and all other Committees of the Board;
- Minutes of subsidiaries with important updates;
- Update on litigations, if any;
- Compliance status of regulatory requirements.

(i) Minutes of the Meetings:

The draft minutes of the proceedings of the Meetings are circulated amongst the members of the Board and the Committees. Comments and suggestions, if any, received from Directors are incorporated in the minutes, in consultation with the Chairperson of the Board and Committees, respectively. Thereafter, signed minutes of the Meetings are circulated amongst the members of the Board and Committees, in compliance with the applicable secretarial standards issued by Institute of Company Secretaries of India.

(j) Post-Meeting follow-up mechanism:

The Company has an effective post-meeting follow-up review and reporting process for the decisions taken by the Board and the Committees. The important decisions taken at the Board/Committee(s) Meeting(s) which call for actions to be taken, are initiated, communicated to the concerned departments and updated to the Board/Committee. The action taken report is placed at the subsequent Meeting(s) of the Board/Committee(s) for information and review by the Board/Committee(s).

(k) Confirmation of Independence:

Basis the annual declaration provided by the Independent Directors, the Board is of the opinion that all the Independent Directors fulfill the conditions specified in SEBI Listing Regulations, 2015 and the Companies Act, 2013, and are independent of the management.

(l) Succession Planning:

The Company believes in importance of sound succession planning. Accordingly, the Nomination and Remuneration Committee of the Company reviews succession planning for Board of Directors and Senior Management on regular basis.

(m) Committees of the Board:

The Committees play an important role in the governance structure of the Company and are constituted to deal with specific matters as prescribed under applicable laws and as may be referred by the Board. The Committees are constituted by the Board to carry out clearly defined roles and terms of references. The brief terms of reference of the Committees are also available on the website of the Company at <https://ir.360.one>. The minutes of the meetings of all the Committees are placed before the Board for review and noting. During the year, all recommendation(s) of the Committee(s) were accepted by the Board.

The details of the Committees are in following paragraphs.

3. AUDIT COMMITTEE

The Audit Committee comprises Ms. Geeta Mathur, Independent Director as Chairperson and Mr. Nilesh Vikamsey, Mr. Pankaj Vaish and Mr. Rishi Mandawat as members of the Committee. All the members of the Audit Committee are financially literate and possess thorough knowledge of the financial services industry.

The Audit Committee invites the Statutory Auditor for one-on-one discussions and such meetings are independent of management participation. The Internal Auditor presents its report and observations to the Committee on a quarterly basis.

During the year under review, the Board re-constituted the Audit Committee. Accordingly, Mr. Shantanu Rastogi ceased to be the member of the Committee w.e.f.

November 23, 2022 and Mr. Rishi Mandawat was appointed as a member of the Committee w.e.f. November 23, 2022. The composition of the Audit Committee is in conformity with the applicable provisions of Companies Act, 2013 and SEBI Listing Regulations, 2015, as amended from time to time.

The scope of the Audit Committee includes the references made under Regulation 18 read with Part C of Schedule II of SEBI Listing Regulations, 2015, read with Section 177 and other applicable provisions of the Companies Act, 2013, besides the other terms that may be referred by the Board of Directors.

The brief description of terms of reference of the Audit Committee are:

- (i) oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- (ii) recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- (iii) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (iv) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) changes, if any, in accounting policies and practices and reasons for the same;
 - (c) major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) significant adjustments made in the financial statements arising out of audit findings;
 - (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions;
 - (g) modified opinion(s) in the draft audit report;
- (v) reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- (vi) reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for

- purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement and making appropriate recommendations to the Board to take up steps in this matter;
- (vii) reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
- (viii) approval or any subsequent modification of transactions of the Company with related parties;
- (ix) scrutiny of inter-corporate loans and investments;
- (x) valuation of undertakings or assets of the Company, wherever it is necessary;
- (xi) evaluation of internal financial controls and risk management systems;
- (xii) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (xiii) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (xiv) discussion with internal auditors of any significant findings and follow up there on;
- (xv) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- (xvi) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (xvii) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (xviii) to review the functioning of the whistle blower mechanism;
- (xix) approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- (xx) reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding ₹ 100 crore or 10% of the asset size of the subsidiary, whichever is lower
- including existing loans/advances/investments existing as on the date of coming into force of this provision;
- (xxi) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
- (xxii) mandatorily review the following:
- (a) management discussion and analysis of financial condition and results of operations;
- (b) management letters/letters of internal control weaknesses issued by the statutory auditors;
- (c) internal audit reports relating to internal control weaknesses;
- (d) the appointment, removal and terms of remuneration of the chief internal auditor;
- (e) statement of deviations:
- quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchanges(s) in terms of Regulation 32(1) of the SEBI Listing Regulations, 2015; and
 - annual statement of funds utilized for purpose other than those stated in the offer document/prospectus in terms of Regulation 32(7) of the SEBI Listing Regulations, 2015; and
- (xxiii) to carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modifications as may be applicable;

During the year under review, the Audit Committee met nine times on the following dates. The necessary quorum was present at both original and adjourned Meetings. The gap between any two Audit Committee Meetings was not more than 120 days:

Date of Audit Committee Meetings	Date of adjourned Audit Committee Meetings for certain matters
May 3, 2022	May 4, 2022
July 21, 2022	July 25, 2022
September 24, 2022	September 30, 2022
October 19, 2022	-
November 15, 2022	-
January 19, 2023	-

The attendance of each member of the Audit Committee at its Meeting(s) held during financial year 2022-23 is given below:

Name	Designation	Non-Executive/Executive/ Independent Director	Committee Meeting(s) attended [^]	No. of Committee Meeting(s) held during the tenure [^]
Ms. Geeta Mathur	Chairperson	Independent Director	9	9
Mr. Nilesh Vikamsey	Member	Independent Director	9	9
Mr. Pankaj Vaish	Member	Independent Director	9	9
Mr. Rishi Mandawat [#]	Member	Non-Executive Nominee Director	1	1
Mr. Shantanu Rastogi [*]	Member	Non-Executive Nominee Director	6	8

[^] including both original and adjourned Meetings.

^{*} Mr. Shantanu Rastogi ceased to be a Director of the Company and member of the Audit Committee w.e.f. November 23, 2022.

[#] Mr. Rishi Mandawat was appointed as a Director of the Company and member of the Audit Committee w.e.f. November 23, 2022.

The Chairperson of the Audit Committee was present at the last Annual General Meeting of the Company and at all the Extraordinary General Meetings held during the year under review.

4. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee comprises Ms. Geeta Mathur, Independent Director as Chairperson, Mr. Nilesh Vikamsey and Mr. Pavninder Singh as members of the Committee.

During the year under review, the Board re-constituted the Nomination and Remuneration Committee. Accordingly, Mr. Sandeep Naik ceased to be the member of the Committee w.e.f. November 23, 2022 and Mr. Pavninder Singh was appointed as member of Committee w.e.f. November 23, 2022. The composition of the Nomination and Remuneration Committee is in conformity with the applicable provisions of Companies Act, 2013 and SEBI Listing Regulations, 2015, as amended from time to time.

The scope of the Nomination and Remuneration Committee is as set out in Regulation 19 of SEBI Listing Regulations, 2015, read with Section 178 of the Companies Act, 2013 and rules framed thereunder and other applicable provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the Nomination and Remuneration Policy of the Company, besides the other terms that may be referred by the Board of Directors.

The brief description of the terms of reference of the Nomination and Remuneration Committee are:

- (i) formulation of the criteria for determining qualifications, positive attributes and independence of Directors, and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- (ii) for every appointment of an independent director, the Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates;
- (iii) formulation of the criteria for evaluation of performance of Independent Directors and the Board and Committees;
 - (iv) evaluate the balance of skills, knowledge and experience on the Board, for every appointment of an independent director, and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director;
 - (v) devising a policy on Board diversity;
 - (vi) identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal;
 - (vii) consider extension or continuation of the term of appointment of the Independent Directors on the basis of the report of performance evaluation of Independent Directors;
 - (viii) recommendation to the Board, all remuneration, in whatever form, payable to senior management
 - (ix) specifying the manner for effective evaluation of performance of Board, its Committees and Directors and review its implementation and compliance;
 - (x) recommend/review remuneration of the Managing Director(s) and Whole-Time Director(s) based on their performance and defined assessment criteria;
 - (xi) recommend commission payable, if any, to the Non-Executive Director(s), to the Board;
 - (xii) administer, monitor and formulate detailed terms and conditions of the employee stock option schemes of the Company; and
 - (xiii) to carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable.

During the year under review, the Nomination and Remuneration Committee met three times on April 8, 2022; May 25, 2022 and October 10, 2022. The necessary quorum was present at the Meetings.

The attendance of each member of the Nomination and Remuneration Committee at its Meeting(s) held during financial year 2022-23 is given below:

Name	Designation	Non-Executive/Executive/ Independent Director	Committee Meeting(s) attended	No. of Committee Meeting(s) held during the tenure
Ms. Geeta Mathur	Chairperson	Independent Director	3	3
Mr. Nilesh Vikamsey	Member	Independent Director	3	3
Mr. Sandeep Naik*	Member	Non-Executive Nominee Director	2	3
Mr. Pavninder Singh [#]	Member	Non-Executive Nominee Director	0	0

* Mr. Sandeep Naik ceased to be a Director of the Company and member of the Nomination and Remuneration Committee w.e.f. November 23, 2022.

[#] Mr. Pavninder Singh was appointed as a Director of the Company and member of the Nomination and Remuneration Committee w.e.f. November 23, 2022.

The Chairperson of the Committee was present at the last Annual General Meeting of the Company and at all the Extraordinary General Meetings held during the year under review.

a) Details of remuneration paid to the Directors during the year under review, are as under:

Name	Designation	Salary and perquisites (In ₹)	Commission (In ₹)	Sitting Fees (In ₹)	Contribution to Provident Fund, Employee Pension Fund and other funds (In ₹)	Stock options (In Quantity)
Mr. Nirmal Jain	Non - Executive Director	Nil	Nil	Nil	Nil	Nil
Mr. Venkataraman Rajamani	Non-Executive Director	Nil	Nil	Nil	Nil	Nil
Ms. Geeta Mathur	Independent Director	Nil	17,50,000*	19,00,000	Nil	Nil
Mr. Nilesh Vikamsey	Independent Director	Nil	17,50,000*	18,00,000	Nil	Nil
Dr. Subbaraman Narayan	Independent Director	Nil	6,25,000*	6,00,000	Nil	Nil
Mr. Pankaj Vaish	Independent Director	Nil	13,75,000*	16,00,000	Nil	Nil
Mr. Karan Bhagat	Managing Director	592,79,700 [#]	650,00,000 [^]	Nil	15,83,300 [~]	Nil
Mr. Yatin Shah	Non-Executive Director	Nil	Nil	Nil	Nil	Nil
Mr. Pavninder Singh	Nominee Director	Nil	Nil	Nil	Nil	Nil
Mr. Rishi Mandawat	Nominee Director	Nil	Nil	Nil	Nil	Nil
Mr. Shantanu Rastogi [§]	Nominee Director	Nil	Nil	Nil	Nil	Nil
Mr. Sandeep Naik [§]	Nominee Director	Nil	Nil	Nil	Nil	Nil
Mr. Gopalakrishnan Soundarajan [§]	Non-Executive Director	Nil	Nil	Nil	Nil	Nil

* Commission in respect of the financial year 2022-23, paid in financial year 2023-24.

[^] Commission in respect of the financial year 2021-22, paid in financial year 2022-23, basis the criteria laid down by the Nomination and Remuneration Committee pursuant to the Nomination and Remuneration Policy of the Company available on the website of Company at https://www.primeinfobase.in/360ONE/files/policies/Nomination_and_RemunerationPolicy_final.pdf.

[§] Resigned with effect from November 23, 2022.

[~] Includes administrative charges.

[#] The details of salary and perquisites are as follows:

Particulars	Amount (in ₹)
Salary	270,00,000
Housing/HRA	135,00,000
Leave Travel Allowance	10,00,002
Other benefits	177,79,698
Total	592,79,700

Further, appointment of Managing Director is by virtue of his employment with the Company and therefore, his terms of employment including service contract and notice period are governed by the company policies. The current tenure of office of the Managing Director is for 5 (five) years from July 27, 2020 to July 26, 2025.

(b) Remuneration to Managing Director and criteria thereof:

The remuneration to the Managing Director is broadly divided into fixed and incentive pay, reflecting short and long term performance objectives appropriate to the working of the Company. Pursuant to the Nomination and Remuneration Policy of the Company, in determining the remuneration (including the fixed increment and performance bonus), the Nomination and Remuneration Committee considers several criteria such as relationship of remuneration and performance benchmark, balance of fixed and incentive pay, industry benchmarks and current trends, Company's performance vis-à-vis annual budget achievement and individual performance etc.

(c) Remuneration to Non-Executive/Independent Directors and criteria thereof:

Independent Directors are paid ₹ 1,00,000/- (Rupees One Lakh Only) towards sitting fees for attending each of the Board and Audit Committee Meeting and ₹ 50,000/- (Rupees Fifty Thousand Only) towards sitting fees for attending each of the other Committee Meetings and Meeting of Independent Directors, plus the reimbursement of the actual travel, hotel and out-of-pocket expenses, if any, incurred by them while performing their role as an Independent Directors, in accordance with the provisions of Companies Act, 2013 and as approved by the Board of Directors of the Company.

The Independent Directors are also eligible for commission (in addition to the sitting fees) as approved by the Board of Directors, not exceeding the limits prescribed under the Companies Act, 2013 and as approved by the shareholders of the Company. Further, the commission payable to Independent Directors is determined in accordance with the Nomination and Remuneration Policy of the Company inter alia considering the participation and contribution made by Independent Directors and the responsibilities shouldered by them as the Chairperson of Board and/or Committees.

(d) Remuneration to KMP/Senior Managerial Personnel and criteria thereof:

The remuneration to the KMP/Senior Managerial Personnel of the Company comprise of a fixed and incentive pay based on the extent of achievement of individual performance vis-a-vis overall performance of the Company. The Company endeavours to maintain balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company, such that it is reasonable and sufficient

to attract, retain and motivate KMP/Senior Managerial Personnel of the Company. The said remuneration is also considered in form of long term incentive plans based on their contribution, position and length of service.

The Company has not granted any employee stock options to any of the Directors. There are no pecuniary relationships or transaction of the Non-Executive Directors vis-à-vis the Company apart from dividend, sitting fees and commission as mentioned above.

The Company has obtained Directors & Officers insurance covering all the Directors and the Officers of the Company in respect of any legal action that may be initiated against any Director or Officer of the Company for the matters covered thereunder.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee comprises Mr. Venkataraman Rajamani, Non-Executive Director as Chairperson, Mr. Pankaj Vaish, Mr. Yatin Shah and Mr. Rishi Mandawat as members of the Committee.

During the year under review, the Board re-constituted the Stakeholders Relationship Committee. Accordingly, Mr. Rishi Mandawat was appointed as member of Committee w.e.f. November 23, 2022. The composition of the Stakeholders Relationship Committee is in conformity with the applicable provisions of Companies Act, 2013 and SEBI Listing Regulations, 2015, as amended from time to time.

The scope of the Stakeholders Relationship Committee includes the references made under Regulation 20 read with Para B of Part C of Schedule II of SEBI Listing Regulations, 2015, read with Section 178 and other applicable provisions of the Companies Act, 2013, besides the other terms that may be referred by the Board of Directors.

The brief description of the terms of reference of the Stakeholders Relationship Committee are:

- (i) resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- (ii) review of measures taken for effective exercise of voting rights by shareholders;
- (iii) review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- (iv) review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company; and

- (v) All other matters incidental or related to shares, debentures and other securities of the Company.

There was no grievance received by the Company from a shareholder during the year under review.

Further, SEBI vide circulars SEBI/HO/CFD/SSEP/CIR/P/2022/48 dated April 8, 2022 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022, has introduced Standard Operating Procedures (SOP) for

dispute resolution under the Stock Exchange arbitration mechanism for disputes between a listed company and/or registrars to an issue and share transfer agents and its shareholder(s)/investor(s). The said circulars are available on the website of the Company at <https://ir.360.one>.

During the year under review, the Stakeholders Relationship Committee met once on March 15, 2023. The necessary quorum was present during the Meeting.

The attendance of each member of the Stakeholders Relationship Committee at its Meeting held during financial year 2022-23 is given below:

Name	Designation	Non-Executive/ Executive/Independent Director	Committee Meeting(s) attended	No. of Committee Meeting(s) held during the tenure
Mr. Venkataraman Rajamani	Chairperson	Non-Executive Director	1	1
Mr. Pankaj Vaish	Member	Independent Director	1	1
Mr. Yatin Shah	Member	Non-Executive Director	1	1
Mr. Rishi Mandawat	Member	Non-Executive Nominee Director	1	1

The Chairperson of the Stakeholders Relationship Committee was present at the last Annual General Meeting of the Company.

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility ("CSR") Committee comprises Mr. Karan Bhagat, Managing Director as Chairperson, Mr. Nilesh Vikamsey, Mr. Nirmal Jain and Mr. Pavninder Singh as members of the Committee.

During the year under review, the Board re-constituted the Corporate Social Responsibility Committee. Accordingly, Mr. Sandeep Naik ceased to be the member of the Committee w.e.f. November 23, 2022 and Mr. Pavninder Singh was appointed as member of Committee w.e.f. November 23, 2022. The composition of CSR Committee is in conformity with the applicable provisions of Companies Act, 2013, as amended from time to time.

The scope of the CSR Committee includes the references made under Section 135 and other applicable provisions of the Companies Act, 2013, and the Corporate Social Responsibility Policy of the Company, besides the other terms that may be referred by the Board of Directors.

The brief description of the terms of reference of the CSR Committee are:

- (i) formulating and recommending the CSR Policy to the Board in compliance with applicable provisions of Companies Act, 2013;
- (ii) recommending annual action plan and the CSR Activities to be undertaken as per the applicable provisions of Companies Act, 2013;
- (iii) recommending to the Board the CSR Expenditure to be incurred as per the applicable provisions of Companies Act, 2013;
- (iv) periodic monitoring of the implementation of the CSR Policy and annual action plan;
- (v) reporting to the Board on the progress of the various CSR Activities and spends on a regular basis; and
- (vi) recommending to the Board, modifications to the CSR policy or annual action plan, as and when required.

During the year under review, the CSR Committee of the Company met once on March 15, 2023. The necessary quorum was present at the Meeting.

The attendance of each member of the CSR Committee at its Meeting(s) held during financial year 2022-23 is given below:

Name	Designation	Non-Executive/ Executive/Independent Director	Committee Meeting(s) attended	No. of Committee Meeting(s) held during the tenure
Mr. Karan Bhagat	Chairperson	Managing Director	1	1
Mr. Nilesh Vikamsey	Member	Independent Director	1	1
Mr. Nirmal Jain	Member	Non-Executive Director	0	1
Mr. Pavninder Singh	Member	Non-Executive Nominee Director	0	1

7. RISK MANAGEMENT COMMITTEE:

The Risk Management Committee comprises Mr. Rishi Mandawat, Non-Executive Director as Chairperson, Ms. Geeta Mathur, Mr. Nilesh Vikamsey, Mr. Venkataraman Rajamani and Mr. Karan Bhagat as members of the Committee.

During the year under review, the Board re-constituted the Risk Management Committee. Accordingly, Mr. Shantanu Rastogi ceased to be the chairperson and member of the Committee w.e.f. November 23, 2022 and Mr. Rishi Mandawat appointed as chairperson and member of Committee w.e.f. November 23, 2022. The composition of the Risk Management Committee is in conformity with the applicable provisions of SEBI Listing Regulations, 2015, as amended from time to time.

The scope of the Risk Management Committee includes the references made under Regulation 21 read with Para C of Part D of Schedule II of SEBI Listing Regulations, 2015, besides the other terms that may be referred by the Board of Directors.

The brief description of terms of reference of the Risk Management Committee are:

- (i) reviewing risks including cyber security and evaluating the treatment including initiating mitigation actions;
- (ii) monitor and review the risk management plan of the Company;
- (iii) oversee risk management process, systems and measures implemented to mitigate the same; and
- (iv) any other matter as may be mandated/referred by the Board.
- (v) To formulate a detailed risk management policy which shall include:

- (a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
- (b) Measures for risk mitigation including systems and processes for internal control of identified risks.
- (c) Business continuity plan.
- (vi) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- (vii) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- (viii) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- (ix) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- (x) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

During the year under review, the Risk Management Committee of the Company met four times on April 8, 2022; July 5, 2022; October 10, 2022 and January 6, 2023. The gap between any two Risk Management Committee Meetings was not more than 180 days. The necessary quorum was present at the Meetings.

The attendance of each member of the Risk Management Committee at its Meeting(s) held during financial year 2022-23 is given below:

Name	Designation	Non-Executive/Executive / Independent Director	Committee Meeting(s) attended	No. of Committee Meeting(s) held during the tenure
Mr. Shantanu Rastogi*	Chairperson (till November 23, 2022)	Non-Executive Nominee Director	2	3
Mr. Rishi Mandawat#	Chairperson (w.e.f. November 23, 2022)	Non-Executive Nominee Director	1	1
Mr. Nilesh Vikamsey	Member	Independent Director	3	4
Ms. Geeta Mathur	Member	Independent Director	4	4
Mr. Venkataraman Rajamani	Member	Non-Executive Director	3	4
Mr. Karan Bhagat	Member	Managing Director	0	4

* Mr. Shantanu Rastogi ceased to be a Director of the Company and member of the Risk Management Committee w.e.f. November 23, 2022.

Mr. Rishi Mandawat was appointed as a Director of the Company and chairperson of the Risk Management Committee w.e.f. November 23, 2022.

8. INFORMATION TECHNOLOGY STRATEGY COMMITTEE:

Basis the suggestions from the members of the Board, the Board constituted the Information Technology Strategy Committee on July 25, 2022, with Mr. Pankaj Vaish, Independent Director as Chairperson, Ms. Geeta Mathur, Mr. Shantanu Rastogi, Mr. Venkataraman Rajamani and Mr. Yatin Shah as members of the Committee.

During the year under review, the Board re-constituted the Information Technology Strategy Committee. Accordingly, Mr. Shantanu Rastogi ceased to be the member of the Committee w.e.f. November 23, 2022 and Mr. Rishi Mandawat was appointed as member of Committee w.e.f. November 23, 2022.

The brief description of terms of reference of the Information Technology Strategy Committee are to review the strategy and initiatives in relation to the following matters and provide guidance to the management of the Company thereon:

- (i) approving IT strategy and policy documents and providing guidance to the management for putting an effective strategic planning process in place;

- (ii) reviewing that management has implemented processes and practices that ensure that IT delivers value to the business;
- (iii) reviewing that IT investments represent a balance of risks and benefits and that budgets are acceptable;
- (iv) providing guidance to the management on IT resources needed to achieve strategic goals and providing high-level direction for sourcing and use of IT resources;
- (v) ensuring proper balance of IT investments for sustaining business growth and becoming aware about exposure towards IT risks and controls; and
- (vi) review the governance mechanism and risk management process for all IT outsourced operations.

During the year under review, the Information Technology Strategy Committee of the Company met twice on October 10, 2022 and February 20, 2023. The necessary quorum was present at the Meetings.

The attendance of each member of the Information Technology Strategy Committee at its Meeting(s) held during financial year 2022-23 is given below:

Name	Designation	Non-Executive/Executive/ Independent Director	Committee Meeting(s) attended	No. of Committee Meeting(s) held during the tenure
Mr. Pankaj Vaish	Chairperson	Independent Director	2	2
Ms. Geeta Mathur	Member	Independent Director	2	2
Mr. Shantanu Rastogi*	Member	Non-Executive Nominee Director	1	1
Mr. Rishi Mandawat#	Member	Non-Executive Nominee Director	1	1
Mr. Venkataraman Rajamani	Member	Non-Executive Director	1	2
Mr. Yatin Shah	Member	Non-Executive Director	2	2

* Mr. Shantanu Rastogi ceased to be a Director of the Company and member of the Information Technology Strategy Committee w.e.f. November 23, 2022.

Mr. Rishi Mandawat was appointed as a Director of the Company and member of the Information Technology Strategy Committee w.e.f. November 23, 2022.

9. PERIODIC REVIEW OF COMPLIANCES OF ALL APPLICABLE LAWS

The Company follows a system whereby all the acts, rules and regulations applicable to the Company are identified and compliance with such acts, rules and regulations is monitored by respective dedicated teams on a regular basis. Verification of the compliances with the major acts/regulations is carried out by internal auditors and/or secretarial auditors and their reports and implementation of their observations, if any, are reported to the Board/Audit Committee from time to time. A compliance certificate based on the compliance status received in respect of various laws, rules and regulations applicable to the Company is placed before the Board on regular basis and reviewed by the Board. Necessary reports are submitted to the various regulatory authorities as per the requirements from time to time.

10. GENERAL BODY MEETINGS

The following table gives the details of the last three Annual General Meetings (“AGM”) of the Company:

Date of AGM	Location	Time (IST)	Whether any special resolutions passed	Nature of special resolutions
September 30, 2022	Through Video Conferencing/ Other Audio Visual Means	4.00 p.m.	Yes. Two Special Resolutions were passed.	1. Approval for formation of IIFL Wealth Employee Stock Options Scheme 2022 for the employees of the Company, and 2. Approval for formation of IIFL Wealth Employee Stock Options Scheme 2022 for the employees of the associate company, subsidiary company or holding company of the Company.
September 14, 2021	Through Video Conferencing/ Other Audio Visual Means	3:00 p.m.	Yes. One Special Resolution was passed.	Issue of Non-convertible debentures on private placement basis.
September 11, 2020	Through Video Conferencing/ Other Audio Visual Means	11:00 a.m.	Yes. One Special Resolution was passed.	Appointment of Ms. Geeta Mathur (DIN: 02139552) as an Independent Director of the Company.

The following table gives the details of the Extraordinary General Meetings (“EGM”) of the Company held during the year under review:

Date of EGM	Location	Time (IST)	Whether any special resolutions passed	Nature of special resolutions
1 st EGM held on October 27, 2022	Through Video Conferencing/ Other Audio Visual Means	4.00 p.m.	Yes. One Special Resolution was passed.	Approval for alteration of the articles of association of the Company.
2 nd EGM held on December 29, 2022	Through Video Conferencing/ Other Audio Visual Means	4.00 p.m.	Yes. One Special Resolution was passed.	To consider and approve the change of name of the Company.
3 rd EGM held on February 15, 2023	Through Video Conferencing/ Other Audio Visual Means	11:30 a.m.	Yes. Two Special Resolutions were passed.	1. To consider and approve sub-division of the equity shares of the Company and consequential alteration(s) of the Memorandum of Association and the Articles of Association of the Company, and 2. To consider and approve issue of bonus equity shares of the Company.
4 th EGM held on March 2, 2023	Through Video Conferencing/ Other Audio Visual Means	12:30 p.m.	No	Not Applicable

Details of special resolutions passed through postal ballot during the year under review and details of the voting pattern:

During the year under review, no resolution was passed by the shareholders of the Company through postal ballot.

No postal ballot is proposed/initiated till the date of this Corporate Governance Report.

11. DISCLOSURES

(i) Disclosure on materially significant related party transactions that may have potential conflict with the interest of the Company at large:

The Company has put in place the Policy on Related Party Transactions which is available on the website of the Company at https://www.primeinfobase.in/360ONE/files/policies/360_ONE_WAM_RPT_Policy.pdf. The Policy provides for identification of related party transactions, necessary approvals by the Audit Committee/Board/Shareholders, reporting and disclosure requirements, as applicable, in compliance with the Companies Act, 2013 and SEBI Listing Regulations, 2015, as amended from time to time.

During the year under review, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the Policy on Related Party Transactions of the Company.

All related party transactions entered during the year under review and any modification(s) thereto, were placed before the Audit Committee for approval and/or review.

(ii) Details of non-compliance by the Company during the last three years:

There has been no non-compliance and no strictures/penalties were imposed on the Company by Stock Exchanges or by the Securities and Exchange Board of

India (“SEBI”) or by any statutory authority on any matter related to the capital markets during the financial year 2020-21, 2021-22 and 2022-23.

(iii) **Details of establishment of Whistle Blower Policy/Vigil Mechanism:**

The Company has adopted a Policy on Vigil Mechanism and Whistle Blower Mechanism and has established the necessary vigil mechanism for employees, directors, suppliers, service providers and contractual staff to raise genuine concerns about unethical behavior, actual or suspected fraud or violation of the policies. The Policy on Vigil Mechanism and Whistle Blower Mechanism provides for nature of issues covered, available reporting channels to report an incident, steps alongwith expected timelines for resolving concerns reported and measures available to safeguard against victimization of the whistle blower who avails of such mechanism. The whistle blower is provided access to the Chairperson of the Audit Committee. The Policy on Vigil Mechanism and Whistle Blower Mechanism is available on the website of the Company at https://www.primeinfobase.in/360ONE/files/policies/360ONE_Policy_on_vigil_mechanism_and_whistle_blower_mechanism.pdf.

To facilitate reporting of any concerns without any hesitation, and maintaining of anonymity, the Company has engaged an external independent agency for managing ethics helpline under the whistle blower mechanism.

None of the whistle blowers are denied access to the Audit Committee. No whistle blower complaint was received by the Company during the year under review.

(iv) **Prevention of Insider Trading:**

Pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, the Company being a listed entity and market intermediary has formulated and adopted Code of Conduct for Employees and Insiders of 360 ONE WAM LIMITED and its Subsidiary & Associate Companies under SEBI (Prohibition of Insider Trading) Regulations, 2015, for prevention of the insider trading, incorporating the requirements in accordance with the regulations, clarifications and circulars and the same is updated from time to time.

(v) **Compliance with mandatory and non-mandatory provisions:**

The Company has adhered to all the mandatory requirements of Corporate Governance norms as prescribed under SEBI Listing Regulations, 2015, to the extent applicable to the Company.

The Company has also implemented the non-mandatory items such as:

- Separate posts of Chairperson of the Board and Managing Director of the Company,
- The Chairperson of the Board has not sought maintenance of ‘chairperson’s office’ at the Company’s expense,

- The financial statements contain unmodified audit opinion/reporting,
- Internal auditor reports directly to the Audit Committee, and
- The Chairperson of the Board is an Independent Director and not related to the Managing Director as per the definition of the term “relative” defined under the Companies Act, 2013.

(vi) **Details of utilization of funds raised through preferential allotment or qualified institutional placement as specified under Regulation 32 of SEBI Listing Regulations, 2015:**

During the year under review, the Company has not raised any funds through issue of equity shares by way of preferential allotment or qualified institutional placement.

(vii) **Disclosure of accounting treatment:**

There was no deviation in following the treatments prescribed in any of Accounting Standards (AS) in the preparation of the financial statements of the Company.

(viii) **Policy on material subsidiary:**

The Company has adopted the Policy for Determining Material Subsidiary in line with the requirements of the SEBI Listing Regulations, 2015. The said Policy is available on the website of the Company at https://www.primeinfobase.in/360ONE/files/policies/360ONE_Policy_For_Determining_Material_Subsubsidiary.pdf.

During the year under review, following companies were the material subsidiaries of the Company:

Name of the material subsidiary company	Date and place of Incorporation	Name of the statutory auditor	Date of appointment of statutory auditor
360 ONE Prime Limited (formerly known as IIFL Wealth Prime Limited)	August 31, 1994 Mumbai, Maharashtra	Singhi & Co.	September 14, 2021
360 ONE Asset Management Limited (formerly known as IIFL Asset Management Ltd)	March 22, 2010 Mumbai, Maharashtra	Deloitte Haskins & Sells LLP	September 9, 2020

(ix) **Relationship with other Directors**

None of the Directors of the Company are related to any other Director of the Company.

(x) **Details of Unclaimed Dividend/Shares of the Company during the year**

As on April 1, 2022, 3,669 unclaimed equity shares of the Company of ₹ 2/- each, were lying in Investor Education Protection Fund (“IEPF”), which were allotted by the Company pursuant to composite scheme of arrangement inter alia amongst IIFL Holdings Limited and the Company. During the year under review, the Company sub-divided its shares of face value ₹ 2/- each, to face value of ₹ 1/- each and allotted bonus shares in the ratio of 1:1, due to which the aforesaid 3,669 shares increased to 14,676 shares as on March 31, 2023. Accordingly, 14,676 unclaimed equity shares of face value ₹ 1/- each were lying in IEPF as on

March 31, 2023, details of which are available on the website of the Company at <https://ir.360.one>.

The Company transferred ₹ 2,25,221/- being interim dividends (net of taxes) on the aforesaid shares to IEPF, details of which are available on the website of the Company at <https://ir.360.one>.

The Company has transferred the unclaimed dividends declared by the Company during the year under review to the respective unclaimed dividend accounts pursuant to the provisions of Companies Act, 2013.

Other than as referred above, the Company was not required to transfer any unclaimed dividend amounts/ corresponding shares on which the dividends were unclaimed pursuant to the provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

Further, during the year under review, the Company had voluntarily sent emails/inland letters to those shareholders who had not claimed their dividend/fractional share entitlements reminding them about the same with the process to claim the same.

For ease of reference, the procedure to claim the unclaimed dividend/fractional share entitlement amount by the shareholders is reproduced below:

- a) The concerned shareholder shall state the following details in his/her application for claiming the unclaimed dividend/fractional share entitlements amount:
 - i) Name of the Company
 - ii) Folio No. or DP Id and Client Id
 - iii) Name of the Shareholder
 - iv) Contact Number of the shareholder
 - v) E-mail ID and self-attested KYC documents of the shareholder like PAN, cancelled cheque leaf in original alongwith latest utility bill as address proof which shall not be more than three months old.
- b) Concerned shareholders are requested to ensure linking of their PAN with Aadhar number.
- c) The aforesaid application and the documents shall be sent to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company.

The shareholders are requested to register/update their complete bank accounts details with their depository participant in order to enable the Company remit future dividends, if any, directly to respective bank accounts.

(xi) **Certificate from Company Secretary in practice**

The Company has obtained a certificate from J U Poojari & Associates, Company Secretaries in practice, confirming that none of the Directors of the Company

have been debarred or disqualified from being appointed or continuing as directors of companies by Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority and is enclosed with this report as **Annexure A**.

(xii) **Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The relevant disclosures under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, are provided in the Business Responsibility and Sustainability Report which forms part of the Annual Report.

Details of complaints received by the Company for the year under review on sexual harassment are as follows:

Particulars	No. of complaints
No. of complaints filed during the financial year	Nil
No. of complaints disposed of during the financial year	Nil
No. of complaints pending as on end of the financial year	Nil

The Company has adopted a Policy on Prevention of Sexual Harassment and Complaint Procedure which enlists details on the reporting, redressal and enquiry process. The said policy is available on the website of the Company at https://www.primeinfobase.in/360ONE/files/policies/360ONE_Prevention_of_Sexual_Harassment_and_Complaint_Procedure_Policy.pdf.

(xiii) **Statutory Auditor and Audit Fees**

Total fees for all services paid to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part of, by the Company and its subsidiaries, on a consolidated basis, for the financial year 2022-23, are as follows:

Type of Service	Amount (₹ in crores)
Audit Fees	2.09
Tax Audit Fees	Nil
Others*	0.30
Total	2.39

* Includes non-audit-related services and other certifications on consolidated basis.

12. MEANS OF COMMUNICATION TO THE STAKEHOLDERS

The Annual Report, shareholding pattern, material events, corporate actions, copies of press releases, schedule of analysts/investor meets, among others, are regularly submitted to Stock Exchanges, for dissemination on their respective websites and are also uploaded on the website of the Company at <https://ir.360.one> in compliance with the SEBI Listing Regulations, 2015 and Policy for determination of materiality of information or events.

The quarterly/half yearly/annual financial results are duly

submitted to the Stock Exchanges in accordance with the SEBI Listing Regulations, 2015. The quarterly, half yearly and annual results of the Company were published in the Free Press Journal/Financial Express and Navshakti which are widely circulated.

During the year under review, post announcement of each quarterly results, the Company organized earning calls to present and discuss the results & performance of the Company. The schedule of the quarterly earnings call and the weblink to join the same (which was free for any participants) were disseminated to the stock exchanges in advance. After the earnings call, the audio recordings and transcripts were uploaded on the website of the Company with an intimation to the Stock Exchanges. Further, the schedule of any other analyst meets/Institutional Investors meets were also informed to the public through the Stock Exchanges. All our official news releases are also hosted on the website of the Company at <https://www.360.one>.

The Board of Directors has approved a policy for determining materiality of events for the purpose of making disclosure to the Stock Exchange (viz. Policy for determination of materiality of information or events) and is available on the website of the Company at https://www.primeinfobase.in/360ONE/files/policies/360ONE_Policy_

[on_determination_of_materiality_of_information_and_events.pdf](#).

The Company believes in adhering ethical standards to ensure integrity, transparency and accountability in dealing with all the stakeholders. Accordingly, the Company has adopted various codes and policies for Directors and employees to carry out their duties in ethical manner. The said codes and policies are available at a dedicated section on the website of the Company i.e. <https://ir.360.one> >> Corporate Governance >> Policies.

The Company has also established an investor grievance redressal framework available on the website of the Company at https://www.primeinfobase.in/360ONE/files/policies/360ONE_IGR_Framework.pdf, in order to ensure that all investors are always treated fairly and without bias, all issues raised by investors are dealt with courtesy and resolved promptly and investors should be made aware of their rights so that they can opt for alternative remedies, if they are not fully satisfied with the Company's response or resolution to their complaint. The said framework broadly covers the processes for receipt, resolution and escalation of grievances as may be raised by the investors of the Company.

GENERAL INFORMATION

1.	Annual General Meeting	To be held on Monday, August 21, 2023 at 3.00 p.m. through Video Conferencing/Other Audio Visual Means, without the physical presence of the shareholders at a common venue.
2.	Financial calendar (2022-23)	<p>April 1, 2022 to March 31, 2023.</p> <p>Results for the quarter ended June 30, 2022, were approved on July 25, 2022.</p> <p>Results for the quarter and half year ended September 30, 2022, were approved on October 19, 2022.</p> <p>Results for the quarter and nine months ended December 31, 2022, were approved on January 19, 2023.</p> <p>Results for the quarter and financial year ended March 31, 2023, were approved on May 4, 2023.</p>
3.	Dividend payment dates	<p>During the year under review, the Company:</p> <p>a) declared first interim dividend of ₹ 20/- per equity share of face value ₹ 2/-, on May 25, 2022, which was paid on June 16, 2022,</p> <p>b) declared second interim dividend of ₹ 15/- per equity share of face value ₹ 2/-, on July 25, 2022, which was paid on August 12, 2022,</p> <p>c) declared third interim dividend of ₹ 17/- per equity share of face value ₹ 2/-, on October 19, 2022, which was paid on November 10, 2022, and</p> <p>d) declared fourth interim dividend of ₹ 17/- per equity share of face value ₹ 2/-, on January 19, 2023, which was paid on February 9, 2023.</p> <p>The total dividend for the financial year ended March 31, 2023, amounts to ₹ 69/- per equity share of face value ₹ 2/- each, with total outlay of ₹ 6,131,289,470/-.</p>
4.	Name and address of each stock exchanges at which the securities of the Company are listed	<p>1. National Stock Exchange of India Limited (Equity Shares) Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E) Mumbai-400 051</p> <p>2. BSE Limited (Equity Shares and Non-Convertible Debentures) Phiroze Jeejeebhoy Towers Dalal Street, Mumbai-400001</p> <p>Requisite annual listing fees have been paid to the aforesaid Stock Exchanges.</p>

5.	Stock code	National Stock Exchange of India Limited – 360ONE (previously 'IIFLWAM') BSE Limited – 542772
6.	ISIN numbers in National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") for equity shares	INE466L01038 (previously INE466L01020)
7.	Registrar & Transfer Agent	Link Intime India Private Limited C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai -400083. Tel: 810 811 6767 Email: rnt.helpdesk@linkintime.co.in
8.	Share transfer system	<p>In terms of amended Regulation 40 of SEBI Listing Regulations, 2015 w.e.f. April 1, 2019, transfer of securities in physical form shall not be processed unless the securities are held in the demat mode with a Depository Participant. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transferable.</p> <p>Further, with effect from January 25, 2022, SEBI has made it mandatory for listed companies to issue securities in demat mode only, while processing any investor service requests viz. issue of duplicate share certificates, exchange/sub-division/splitting/consolidation of securities, transmission/transposition of securities. Vide its Circular dated January 25, 2022, SEBI has clarified that listed entities/RTAs shall issue a Letter of Confirmation in lieu of the share certificate while processing any of the aforesaid investor service request.</p> <p>Simplified Norms for processing Investor Service Request</p> <p>SEBI, vide its Circular dated March 16, 2023, has made it mandatory for holders of physical securities to furnish PAN, KYC and nomination details to avail any investor service. Folios wherein any one of the above mentioned details are not registered by October 1, 2023, shall be frozen. The concerned shareholders are therefore urged to furnish PAN, KYC and nomination details by submitting the prescribed forms duly filled by email from their registered email id to kyc@linkintime.co.in or by sending a physical copy of the prescribed forms duly filled and signed by the registered holders to Link Intime India Private Limited at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 or by uploading the documents on www.linkintime.co.in.</p> <p>As per the aforesaid circular, copy of the said circular and relevant forms required by the concerned shareholders are uploaded on the website of the Company.</p>
9.	Dematerialization of shares and liquidity	As on March 31, 2023, 99.96% of the total paid-up share capital of the Company was held in dematerialized form. Trading in equity shares of the Company is permitted only in dematerialized form through CDSL and NSDL as per notifications issued by the Securities and Exchange Board of India.
10.	List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad	<p>As on March 31, 2023, the credit ratings obtained by the entity are as follows:</p> <p>(a) Principal Protected Market Linked Debenture: "PP-MLD[ICRA] AA"(Pronounced Principal Debenture Protected Market Linked Debenture ICRA double A) rating with stable outlook</p> <p>(b) Non-Convertible Debenture: "[ICRA]AA"(Pronounced as ICRA double A) rating with a stable outlook</p> <p>(c) Commercial Paper: "[ICRA]A1+" (Pronounced as ICRA A one plus) and "CARE A1+"</p> <p>(d) PO financing - ICRA - A1+ (A one Plus) - CRISIL - A1+ (A one Plus)</p> <p>There has been no revision in the aforesaid credit rating during the year under review.</p>
11.	Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity	The Company does not have any outstanding GDRs/ADRs/Warrants as on date.

13. SHAREHOLDING PATTERN

Categories of Equity Shareholders as on March 31, 2023:

Category	No. of equity shares held	Percentage
Promoter and Promoter Group Shareholders		
Promoters	7,83,97,616	22.02
Total (A)	7,83,97,616	22.02
Public Shareholders		
Foreign Direct Investments	18,53,78,274	52.06
Foreign Portfolio Investors Category I	4,19,80,020	11.79
Foreign Portfolio Investors Category II	34,90,241	0.98
Key Managerial Personnel	2,000	0.00
Relatives of Promoters (Other than immediate relatives of Promoters disclosed in Promoters Category)	12,52,896	0.35
Resident Individuals holding Nominal Capital upto ₹ 2 Lacs	1,91,16,690	5.37
Resident Individuals holding Nominal Capital in excess of ₹ 2 Lacs	1,32,40,565	3.72
Mutual Funds	41,88,302	1.18
Non Resident Indians	7,54,566	0.21
Trusts	70,714	0.02
Hindu Undivided Family	3,16,562	0.09
Bodies Corporate and Limited Liability Partnership	3,79,500	0.11
Clearing Members	2,487	0.00
Alternate Investment Funds	23,38,772	0.66
Insurance Companies	13,39,792	0.38
Body Corporates	38,25,203	1.07
Investor Education and Protection Fund	14,676	0.00
NBFCs registered with RBI	680	0.00
Total (B)	27,76,91,940	77.98
TOTAL (A) + (B)	35,60,89,556	100.00

14. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2023

The distribution of shareholders as on March 31, 2023, is as follows:

Sr. No.	Shares Range	No. of Shareholders	% of total shareholders	Total shares for the range	% of issued capital
1	1 to 500	30,932	85.20	31,25,218	0.88
2	501 to 1000	2,489	6.86	17,38,265	0.49
3	1001 to 2000	1,291	3.56	18,36,827	0.52
4	2001 to 3000	386	1.06	9,46,108	0.27
5	3001 to 4000	241	0.66	8,60,799	0.24
6	4001 to 5000	116	0.32	5,19,174	0.15
7	5001 to 10000	318	0.88	22,16,521	0.62
8	10001 to *****	533	1.47	34,48,46,644	96.84
Total		36,306	100.00	35,60,89,556	100.00

The details of the shareholders holding more than 1% of the paid-up capital of the Company and the promoter and promoter group is disclosed and submitted to the stock exchanges as a part of quarterly shareholding pattern and is available on the website of the Company and the stock exchanges

15. MARKET PRICE DATA

The below table gives the monthly high and low quotations of shares traded at BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") during the financial year 2022-23:

Month	BSE			NSE		
	High (in ₹)	Low (in ₹)	Volume (No. of shares traded)	High (in ₹)	Low (in ₹)	Volume (No. of shares traded)
April 2022	1906.50	1660.85	95,046	1908.30	1657.60	20,38,895
May 2022	1830.00	1431.05	83,655	1831.00	1430.00	8,17,843
June 2022	1592.30	1225.70	3,57,958	1591.05	1235.80	15,53,589
July 2022	1722.35	1457.45	3,15,360	1725.00	1458.95	8,38,715
August 2022	1726.90	1630.00	15,571	1710.00	1622.20	4,60,088
September 2022	1945.00	1624.50	1,46,913	1945.00	1650.20	12,31,505
October 2022	1902.10	1719.85	2,68,026	1900.00	1705.70	7,53,512
November 2022	1924.35	1740.85	5,03,117	1924.00	1710.00	10,87,212
December 2022	1901.75	1728.25	17,88,038	1914.45	1726.60	54,18,976
January 2023	2029.65	1699.00	71,188	1960.00	1702.00	16,33,060
February 2023	1948.00	1707.45	40,347	1949.00	1708.00	8,93,317
March 2023	1778.50	395.60*	3,17,341	1779.00	395.10*	37,46,073

[Source: This information is compiled from the data available on the websites of BSE and NSE]

* The Company has undertaken the following corporate actions for all the issued, subscribed and paid up capital of the Company as on March 2, 2023 i.e. record date for Sub-Division and Bonus Shares:

- sub-division of each equity share of face value of ₹ 2/- (Rupees two only), into 2 (two) equity shares of face value of ₹ 1/- (Rupee one only) each fully paid up ("Sub-Division"); and
- issue of 1 (one) bonus equity share of the Company of face value ₹ 1/- (Rupee one only) each, for every 1 (one) fully paid up equity share of face value ₹ 1/- (Rupee one only) each (i.e. as adjusted for Sub-Division) ("Bonus Shares").

STOCK PERFORMANCE vs BSE SENSEX AND NIFTY 50

Performance of the share price of the equity shares of the Company in comparison to broad based indices such as BSE Sensex and Nifty Fifty is given below:

Month	Closing Price of Equity Shares at BSE (in ₹)	BSE SENSEX Closing	Closing Price of Equity Shares at NSE (in ₹)	NIFTY 50 Closing
April 2022	1724.40	57,060.87	1721.15	17,102.55
May 2022	1558.75	55,566.41	1566.40	16,584.55
June 2022	1474.15	53,018.94	1481.05	15,780.25
July 2022	1663.60	57,570.25	1671.95	17,158.25
August 2022	1682.10	59,537.07	1677.45	17,759.30
September 2022	1835.55	57,426.92	1840.30	17,094.35
October 2022	1768.70	60,746.59	1771.40	18,012.20
November 2022	1830.45	63,099.65	1828.55	18,758.35
December 2022	1769.95	60,840.74	1776.50	18,105.30
January 2023	1824.95	59,549.90	1827.10	17,662.15
February 2023	1729.90	58,962.12	1723.45	17,303.95
March 2023	430.85	58,991.52	430.70	17,359.75

[Source: This information is compiled from the data available on the websites of BSE and NSE]

16. SUBSIDIARY COMPANIES

For details about the subsidiaries of the Company, please refer to the Board's Report which forms part of the Annual Report.

17. LOANS AND ADVANCES BY THE COMPANY AND ITS SUBSIDIARIES

Details of loans and advances form part of the Related Party Disclosures in the Notes to the financial statements for the financial year ended March 31, 2023.

18. CEO/CFO CERTIFICATE

The certificate as required under SEBI Listing Regulations, 2015, duly signed by the Managing Director and Chief Financial Officer of the Company is enclosed herewith as "Annexure B".

19. CODE OF CONDUCT

The confirmation from the Managing Director regarding compliance with the Code of Conduct by all the Directors and senior management is enclosed herewith as "Annexure C". The Code of Conduct is displayed on the website of the Company at https://www.primeinfobase.in/360ONE/files/policies/360_ONE_WAM_IR_Code_of_Conduct_Sr_Mgmt_Personnel.pdf

20. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:

The Company monitors the foreign exchange movements and takes forward/options covers as appropriate to reduce the risks associated with transactions in foreign currencies.

The Company has not taken any exposure in commodity hedging activities.

24. ADDRESS FOR CORRESPONDENCE:

All shareholder correspondence should be forwarded to Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company, or to the Company at the addresses mentioned below:

Registrar and Share Transfer Agent	Company Secretary and Compliance Officer	Debenture Trustee
Name: Link Intime India Private Limited Address: C 101, 247 Park, L.B.S. Mark, Vikhroli (West), Mumbai-400083, Maharashtra Tel. : 810 811 6767 Email: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in	Name: Mr. Rohit Bhave Designation: Company Secretary & Compliance Officer Address: 360 ONE Centre, Kamala City Senapati Bapat Marg, Lower Parel, Mumbai – 400013 Tel. : +91-22-48765600; Fax : + 91-22-46464706 Email: secretarial@360.one Website: https://www.360.one	Name: Beacon Trusteeship Limited 7A & B, Siddhivinayak Chambers, Gandhi Nagar, Opp. MIG Cricket Club, Bandra (E), Mumbai (MH)- 400 051 Telephone: +91 22 26558759 E-mail: info@beacontrustee.co.in Website: www.beacontrustee.co.in

For and on behalf of the Board

Karan Bhagat Managing Director DIN: 03247753	Yatin Shah Director DIN: 03231090
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Place: Mumbai
Date: July 20, 2023

21. PLANT LOCATIONS

The Company does not have any plant as the Company belongs to the service industry. However, the details relating to the branch offices of the Company are available on the website of the Company at <https://www.360.one> and are included in Business Responsibility and Sustainability Report which forms part of the Annual Report.

22. COMPLIANCES UNDER SEBI LISTING REGULATIONS, 2015

The Company complies with the applicable provisions of the SEBI Listing Regulations, 2015. Information, reports, certificates and returns as required under the applicable provisions of SEBI Listing Regulations, 2015, are submitted to the stock exchanges within the prescribed time.

The Company has obtained a compliance certificate from Mehta & Mehta, Company Secretaries in practice, regarding compliance of conditions of corporate governance required under SEBI Listing Regulations, 2015 and the same forms part of the Board's Report which forms part of the Annual Report.

23. DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND REGULATION 46 OF SEBI LISTING REGULATIONS, 2015

The Company has complied with the applicable provisions of SEBI Listing Regulations, 2015 including Regulation 17 to 27 and Regulation 46 of SEBI Listing Regulations, 2015. The Company submits a quarterly compliance report on Corporate Governance signed by Compliance Officer to the Stock Exchanges within 21 (Twenty-One) days from the end of every quarter. Such quarterly compliance reports on Corporate Governance are also posted on the website of the Company at <https://ir.360.one>.

ANNEXURE A

Certificate from Practicing Company Secretary

We have examined the relevant disclosure provided by the Directors (as enlisted in Table A given hereunder) to **360 ONE WAM LIMITED** (formerly known as IIFL Wealth Management Limited) bearing CIN: **L74140MH2008PLC177884** and having its registered office at 360 ONE Centre, Kamala City Senapati Bapat Marg, Lower Parel, Mumbai – 400013 (“**Company**”) for the purpose of issuing this certificate, in accordance with provisions of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

In our opinion and to the best of our information/ knowledge and based on the verification of Directors Identification Number(DIN) status on the website of Ministry of Corporate Affairs and Debarment list of the BSE Limited and the disclosures provided by the below mentioned Directors, we hereby certify that none of the directors of the Company as on financial year ended 31st March, 2023, have been debarred or disqualified from being appointed or continuing as directors of the Company by SEBI/ Ministry of Corporate Affairs or any such statutory authority.

Table A:

Sr No.	Name of Director	DIN	Date of Appointment*
1	Nirmal Bhanwarlal Jain	00010535	17/01/2008
2	Venkataraman Rajamani	00011919	17/01/2008
3	Nilesh Shivji Vikamsey	00031213	21/05/2013
4	Subbaraman Narayan	00094081	25/06/2019
5	Pankaj Vaish	00367424	22/01/2020
6	Geeta Mathur	02139552	03/03/2015
7	Pavninder Singh	03048302	23/11/2022
8	Yatin Shah	03231090	27/09/2010
9	Karan Bhagat	03247753	27/09/2010
10	Rishi Mandawat	07639602	23/11/2022

*the date of appointment is as per the MCA Portal.

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For J U Poojari & Associates

Practising Company Secretaries

JAYARAM U. POOJARI

FCS: 8102 CP: 8187

Mumbai, June 8, 2023

UDIN: F008102E000469101

ANNEXURE B

Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Board of Directors
360 ONE WAM LIMITED
(‘Company’ and formerly known as IIFL Wealth Management Limited),
Mumbai

Compliance Certificate by Managing Director and Chief Financial Officer:

In compliance with Regulation 33(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we certify that -

- A. We have reviewed financial statements and the cash flow statement for the financial year ended March 31, 2023 and that to the best of our knowledge and belief:
 1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. these statements together present a true and fair view of the listed entity’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company’s code of conduct.
- C. They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee:
 1. significant changes in internal control over financial reporting during the year, if any;
 2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements, if any; and
 3. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company’s internal control system over financial reporting.

Karan Bhagat
Managing Director
DIN: 03247753

Sanjay Wadhwa
Chief Financial Officer

Place: Mumbai
Date: May 4, 2023

ANNEXURE C**Declaration on compliance with the Code of Conduct**

This is to confirm that the Company has adopted a Code of Conduct for its board members and the senior management and the same is available on the website of the Company at www.360.one. I confirm that the Company has, in respect of financial year ended March 31, 2023, received from the senior management personnel of the Company and all the Directors, a declaration of compliance with the Code of Conduct as applicable to them.

For 360 ONE WAM LIMITED
(Formerly known as IIFL Wealth Management Limited)

Karan Bhagat
Managing Director
DIN: 03247753

Place: Mumbai

Date: May 4, 2023