

**360 ONE WAM LIMITED**  
**(formerly known as IIFL Wealth Management Limited)**

**CIN: L74140MH2008PLC177884**

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

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

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

**POSTAL BALLOT NOTICE**

The notice ("**Notice**") is hereby given that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 ("**Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and all other applicable provisions of the Act and rules framed thereunder, read with General Circular 09/2023 dated September 25, 2023 and other relevant and applicable circulars issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations, 2015**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, and any other applicable laws, rules and regulations including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, the following special business is proposed to be passed as a Special Resolution by the Members of 360 ONE WAM LIMITED ("**Company**" and formerly known as IIFL Wealth Management Limited) by means of Postal Ballot only by remote e-voting process ("**remote e-voting**" or "**e-voting**"). Members are requested to refer to "**Annexure A**" containing key details regarding the Postal Ballot for ease of reference.

A statement pursuant to Section 102 of the Act ("**Explanatory Statement**") read with Listing Regulations, 2015, setting out material facts relating to the following special business and the rationale / justification thereof, is annexed hereto and forms part of the Notice.

In accordance with Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, 2015, the Company has engaged the services of the Central Depository Services (India) Limited ("**CDSL**"), an agency authorised by the Ministry of Corporate Affairs, to provide remote e-voting facility. The procedure for remote e-voting is detailed in the notes to this Notice.

The Board of Directors has appointed Mr. Nilesh Shah or failing him Ms. Hetal Shah or failing her Mr. Mahesh Darji, from Nilesh Shah & Associates, Company Secretaries, as scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

The Scrutinizer, after scrutinizing the votes cast through remote e-voting, will prepare a report in accordance with the applicable laws and shall submit the same to Chairperson of the Company or any other person authorised by him. The results of the remote e-voting along with the scrutinizer's report shall be declared and announced on or before 6:00 p.m. (IST) of Wednesday, February 28, 2024, at the registered office of the Company and the same shall be communicated to the stock exchanges where the equity shares of the Company are listed viz. BSE Limited and National Stock Exchange of India Limited. Further, the results shall be displayed on the website of the Company viz. www.360.one and on the notice board at the registered office of the Company and also on the website of CDSL viz. www.evotingindia.com.

**SPECIAL BUSINESS:****APPOINTMENT OF MR. AKHIL GUPTA (DIN: 00028728) AS A NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and, if thought fit, pass the following resolution as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder (**“Act”**), Regulation 17 and 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations, 2015”**) and other applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force), the Articles of Association of the Company, and in accordance with the approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors of the Company, Mr. Akhil Gupta (DIN: 00028728), who was appointed as an Additional, Non-Executive, Independent Director of the Company by the Board of Directors with effect from January 18, 2024, and who has consented to act as a Director of the Company, and who has submitted a declaration that he meets the criteria of Independence under the provisions of the Act and the Listing Regulations, 2015, and who is eligible for appointment under the provisions of the Act and the Listing Regulations, 2015, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of the Director, be and is hereby appointed as a Non-Executive Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e. from January 18, 2024 upto January 17, 2029 (both days inclusive).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things, as it may, at its absolute discretion, deem necessary to give effect to the aforementioned resolution without being required to seek any further consent or approval of the Members and execute all such deeds, documents, instruments and writings as may be required and make all such filings as may be necessary, with powers on behalf of the Company to settle all such questions, difficulties or doubts whatsoever which may arise, and to give such directions and / or instructions as may be necessary or expedient in this regard.”

**Registered Office:**

360 ONE Centre, Kamala City, Senapati Bapat Marg,  
Lower Parel, Mumbai - 400 013  
Tel: (+91-22) 4876 5600, Fax: (+91-22) 4646 4706  
E-mail: secretarial@360.one  
Website: www.360.one  
Date: January 18, 2024  
Place: Mumbai

**By order of the Board of Directors  
For 360 ONE WAM LIMITED  
(formerly known as IIFL Wealth Management Limited)**

**Rohit Bhase  
Company Secretary  
ACS – 21409**

**NOTES:**

1. The Explanatory Statement read with Listing Regulations, 2015, setting out material facts relating to the special business mentioned in this Notice is annexed hereto and forms part of the Notice.
2. In compliance with the aforesaid MCA Circulars, the business set out in the Notice will be transacted through electronic voting system only and accordingly, the Company is providing facility of remote e-voting. For this purpose, necessary arrangements have been made by the Company with CDSL in compliance with Section 108 of the Act, read with Regulation 44 of Listing Regulations, 2015 and in terms of extant applicable circulars issued by Securities and Exchange Board of India and Ministry of Corporate Affairs.
3. In compliance with the aforesaid MCA Circulars, the Notice is being sent only through electronic mode to those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e. Friday, January 12, 2024 and whose e-mail addresses are registered with the Company / Depositories. Please also note that those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / Depositories, are also entitled to vote in relation to the resolution as set out in this Notice. Members may note that the Notice will also be available on website of the Company at [www.360.one](http://www.360.one), website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com). A person who is not a Member as on the aforesaid cut-off date should treat this Notice for information purposes only.
4. In accordance with the MCA Circulars, the physical copies of this Postal Ballot Notice, along with postal ballot form and postage pre-paid business reply envelope, are not being sent to any Member. Accordingly, the communication of the assent or dissent of the Members eligible to vote is restricted only to remote e-voting i.e. by casting their votes electronically instead of submitting postal ballot forms. Physical copies of the Notice shall be sent to those Members who request for the same.
5. We encourage Members to support our commitment to environmental protection by choosing to receive the Company communication through e-mail. Accordingly, Members are requested to register / update their e-mail ids in the following manner:
  - a) Members holding shares in dematerialized form, who have not registered / updated their e-mail addresses are requested to register / update their e-mail addresses with their respective Depository Participants (“DPs”); and
  - b) Members holding shares in physical form are requested to register / update their e-mail addresses with Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company (“RTA”) by writing an e-mail at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
6. Relevant document(s) referred to in the Notice and the Explanatory Statement, in accordance with the applicable laws shall be available for inspection without any fee by the Members of the Company, on all working days between 2:00 p.m. (IST) to 5:00 p.m. (IST) at the registered office of the Company, from the date of circulation of the Notice until the last date of remote e-voting. Members seeking to inspect the same can send an e-mail to the Company at [secretarial@360.one](mailto:secretarial@360.one) mentioning their name, folio no. / client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the e-mail.
7. In case of queries / grievances relating to remote e-voting, Members may refer to the Frequently Asked Questions (“FAQs”) and e-voting manual for members at the HELP Section at the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no: 1800 22 5533 or contact Mr. Rakesh Dalvi, Sr. Manager, CDSL at A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel

(East), Mumbai – 400 013 or e-mail to the Company at [secretarial@360.one](mailto:secretarial@360.one) or call on (+91-22) 4876 5600 or contact Mr. Rohit Bhave, Company Secretary, at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai - 400013.

8. Members are requested to refer the circulars issued by Securities and Exchange Board of India with respect to updation of KYC and / or nomination details, from time to time. Members are also requested to intimate changes, if any, in their name, postal address, e-mail address, telephone / mobile numbers, bank account details, Permanent Account Number (“PAN”), nominations, power of attorney, to their DPs in case the shares are held by them in dematerialized form and to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company, in case the shares are held by them in physical form.

## 9. Voting Instructions

The Company has engaged the services of CDSL to provide the remote e-voting facility. The voting rights of the Member shall be in proportion to their share in paid up capital of the Company registered in the name of the Member / beneficial owner (in case of shareholding in dematerialised form) as on the cut-off date i.e. Friday, January 12, 2024. A person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e. Friday, January 12, 2024, only shall be entitled to avail the facility of remote e-voting and cast his votes. The Members are requested to note that once the vote is cast by a Member, he shall not be allowed to change it subsequently or cast the vote again. The manner of remote e-voting by Members is provided in note no. 11 i.e. ‘Instructions for remote e-voting’.

### **The remote e-voting facility will be available during the following period:**

Commencement of remote e-voting:	From 9:00 a.m. (IST) on Thursday, January 25, 2024
End of remote e-voting:	Up to 5:00 p.m. (IST) on Friday, February 23, 2024

The remote e-voting will not be allowed before or beyond the aforesaid date and time and the remote e-voting module shall be disabled by CDSL upon expiry of the aforesaid period. Voting rights through e-voting cannot be exercised by a proxy.

## 10. Voting Results

- I. The Board of Directors has appointed Mr. Nilesh Shah or failing him Ms. Hetal Shah or failing her Mr. Mahesh Darji, from Nilesh Shah & Associates, Company Secretaries, as scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner. The scrutinizer(s) have communicated their willingness to be appointed and will be available for the said purpose. The scrutinizer’s decision on the validity of the votes cast in the postal ballot shall be final.
- II. The Scrutinizer, after scrutinizing the votes cast through remote e-voting, will prepare a report in accordance with the applicable laws and shall submit the same to Chairperson of the Company or any other person authorised by him. The results of the remote e-voting along with the scrutinizer’s report shall be declared and announced on or before 6:00 p.m. (IST) of Wednesday, February 28, 2024, at the registered office of the Company and the same shall be communicated to the stock exchanges where the equity shares of the Company are listed viz. BSE Limited and National Stock Exchange of India Limited. Further, the results shall be displayed on the website of the Company viz. [www.360.one](http://www.360.one) and on the notice board at the registered office of the Company and also on the website of CDSL viz. [www.evotingindia.com](http://www.evotingindia.com).
- III. The Resolution, if passed by the Members by means of Postal Ballot, will be deemed to have been passed at a General Meeting of the Members, on the last date specified by the Company for remote e-voting i.e. Friday, February 23, 2024.

## 11. Instructions for remote e-voting

### a) Access through Depositories i.e. CDSL / NSDL e-Voting system in case of individual shareholders holding shares in demat mode:

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Shareholders are advised to update their mobile number and e-mail id in their demat accounts in order to access e-voting facility. Pursuant to aforesaid SEBI Circular, Login method for e-voting for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach the e-voting page without any further authentication. The users are requested to visit website of CDSL i.e. <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi Tab.</li> <li>2) After successful login, the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by companies. On clicking the e-voting option, the user will be able to see the e-voting page of the e-voting service provider for casting their vote during the remote e-voting period. Additionally, there is link provided to access the system of all e-voting service providers i.e. CDSL / NSDL / KARVY / LINK INTIME, so that the user can visit the e-voting service providers' ("ESPs") website directly.</li> <li>3) If the user is not registered for Easi / Easiest, option to register is available at <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access the e-voting page by providing demat account number and PAN from an e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a>. The system will authenticate the user by sending OTP on registered mobile &amp; e-mail as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all ESPs.</li> </ol>
Individual Shareholders holding securities in demat mode with National Securities Depository Limited ("NSDL")	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> on a computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. The user will have to enter its User ID and Password. After successful authentication, user will be able to see e-voting services. After clicking on "Access to e-Voting" under e-voting services, user will be able to see e-voting page. Click on company name or ESPs name and user will be re-directed to ESPs website for casting its vote during the remote e-voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3) Alternatively, the user can visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> on a computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login"</li> </ol>

	which is available under ‘ <b>Shareholder/Member</b> ’ section. A new screen will open. The user will have to enter his User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, the user will be redirected to NSDL Depository site wherein user can see e-voting page. Click on company name or ESPs name and the user will be redirected to ESPs website for casting the vote during the remote e-voting.
Individual Shareholders (holding securities in demat mode) login through their <b>DPs</b>	The user can also login using the login credentials of its demat account through its DPs registered with NSDL / CDSL for e-voting facility. After successful login, user will be able to see e-voting option. Once the user clicks on e-voting option, they will be redirected to respective websites of NSDL or CDSL, as the case may be, upon successful authentication, wherein the user can see e-voting feature. Click on company name or ESPs name and the user will be redirected to ESPs website for casting their vote during the remote e-voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 022-2499 7000.

**b) Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode:**

- i. Login method for e-voting for shareholders holding shares in physical mode and shareholders other than individual holding in demat form
  - 1) The shareholder should log on to the e-voting website i.e. [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter the User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in physical mode should enter folio number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If shareholder is holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then the existing password is to be used.

6) If you are a first-time user follow the steps given below:

<b>For shareholders holding shares in physical mode and other than individual shareholders holding shares in demat</b>	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as shareholders holding shares in physical mode) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company / DPs are requested to use the sequence number sent by Company / RTA or contact Company / RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank Details field.</li> </ul>

- ii. After entering these details appropriately, click on “SUBMIT” tab.
- iii. Shareholders holding shares in physical mode will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- iv. For shareholders holding shares in physical mode, the details can be used only for e-voting on the resolution contained in this Notice.
- v. Click on the EVSN for the relevant <Company Name> on which the user chooses to vote.
- vi. On the voting page, user will see “RESOLUTION DESCRIPTION” and against the same the option “YES / NO” for voting. Select the option YES or NO as desired. The option YES implies that user assent to the resolution and option NO implies that user dissent to the resolution.
- vii. Click on the “RESOLUTIONS FILE LINK” if user wishes to view the entire resolution details.
- viii. After selecting the resolution, user has decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If user wishes to confirm the vote, click on “OK”, else to change the vote, click on “CANCEL” and accordingly modify the vote.
- ix. Once user “CONFIRM” the vote on the resolution, user will not be allowed to modify the vote.
- x. User can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.
- xi. If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on ‘Forgot Password’ & enter the details as prompted by the system.

There is also an optional provision to upload Board Resolution / Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.

**c) Additional Facility for Non – Individual Shareholders and Custodians – For Remote E-Voting Only**

- i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- iii. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- iv. The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- v. It is mandatory that a scanned copy of the Board Resolution and/or Power of Attorney which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- vi. Alternatively, Non Individual shareholders are required to send the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the e-mail address [nilesh@ngshah.com](mailto:nilesh@ngshah.com) and to the Company at the e-mail address [secretarial@360.one](mailto:secretarial@360.one), if they have voted from individual tab & not uploaded same in CDSL e-voting system for the scrutinizer to verify the same.

**d) Instructions for remote e-voting, for those Members whose e-mail IDs are not registered with the Depositories or the Company**

**i. In case of shareholders holding shares in physical mode and non-individual shareholders in demat mode**

Members are requested to provide necessary details like folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company / RTA.

**ii. In case of individual shareholders holding shares in demat mode:**

Members are requested to refer to the login method explained at note no. 11 (a) i.e. '**Instructions for remote e-voting**' and may contact the Company at [secretarial@360.one](mailto:secretarial@360.one) in case of any queries.



**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, SETTING OUT MATERIAL FACTS IN RESPECT OF SPECIAL BUSINESS(ES) PROPOSED IN THIS NOTICE (“EXPLANATORY STATEMENT”)**

The Board of Directors of the Company at its meeting held on January 18, 2024, upon recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 (“Act”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations, 2015”) and the Articles of Association of the Company, appointed Mr. Akhil Gupta (DIN: 00028728) as an Additional, Non-Executive, Independent Director of the Company, with effect from January 18, 2024, for a term of five consecutive years i.e. from January 18, 2024 to January 17, 2029, who shall not be liable to retire by rotation, with his appointment as Non-Executive Independent Director being subject to the approval of Members of the Company by way of a special resolution at next general meeting or within a period of three months from the date of appointment, whichever is earlier, as per the provisions of Regulation 17(1C) of the Listing Regulations, 2015.

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

Mr. Akhil Gupta has provided the consent for his appointment as a Director of the Company and a declaration of independence under the Act and the Listing Regulations, 2015. In terms of Regulation 25(8) of the Listing Regulations, 2015, he has also confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he has confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority, pursuant to circulars dated June 20, 2018, issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to the enforcement of SEBI orders regarding the appointment of directors by the listed companies. He has successfully registered himself in the Independent Director’s Databank maintained by Indian Institute of Corporate Affairs and is exempted from qualifying the online proficiency self-assessment test for independent directors.

**Brief Profile of Mr. Akhil Gupta is as follows:**

Mr. Akhil Gupta, an Indian national and a chartered accountant, has over 40 years of experience. He has deep knowledge and expertise in the telecom sector, fund raising and mergers & acquisitions. Currently, he is the Vice Chairman and Whole-time Director of Bharti Enterprises Limited and has played a pivotal role in the phenomenal growth of Bharti Group since inception. He has also been a recipient of numerous awards including ET Telecom Lifetime Achievement Award, Voice&Data Lifetime Contribution Award, EY Entrepreneur of the Year Award as an Entrepreneur CEO, CA Lifetime Achievement Award by ICAI, CA Global Achiever Award by ICAI, Lifetime Achievement Award by Amity University, CEO of the Year award at National Telecom Awards, CA Business Achiever award by ICAI and Asia Corporate Dealmaker award at the Asia Pacific M&A Atlas Awards.

The skills and expertise possessed by Mr. Akhil Gupta also include knowledge and experience in finance, general management, equity raising, debt raising, IPOs, mergers and acquisition deals & joint ventures / strategic alliances, innovation, corporate governance.

The Nomination and Remuneration Committee evaluated candidature of Mr. Akhil Gupta vis à vis the qualifications and attributes laid down in the Nomination and Remuneration Policy and the Board Diversity Policy of the Company, and the balance of skills, knowledge and experience of the present members of the Board and then recommended the same to the Board. The Board is of the view that Mr. Akhil Gupta meets the criteria, conditions and description of the role and capabilities required for an independent director and his innate knowledge, experience and expertise of leading a large

Indian conglomerate, fund raising, mergers & acquisitions etc. would be beneficial to the Company. In the opinion of the Board, Mr. Akhil Gupta fulfils the conditions set out in Section 149(6) and Schedule IV of the Act and the Listing Regulations, 2015, and is thereby eligible for appointment as an Independent Director. The Board of Directors has also considered time commitments of Mr. Akhil Gupta in view of his directorships in other companies and membership / chairpersonship in committees thereof, which are within the limits prescribed under the Act and the Listing Regulations, 2015. The Board is of the view that Mr. Akhil Gupta's rich experience and expertise justifies his appointment and accordingly recommends the resolution set out in this Notice for approval by the shareholders of the Company as a special resolution.

Mr. Akhil Gupta as a Non-Executive Independent Director shall be entitled to sitting fees for (a) attending meetings of the Board or Committees thereof and re-imburement of expenses and (b) profit related commission as may be approved by the Board from time to time, pursuant to the resolution passed by the shareholders of the Company and in accordance with the applicable laws.

The requisite details and information pursuant to the Listing Regulations, 2015, the Act, and Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India as on the date of Notice, are provided in "**Annexure B**" to this Notice. A copy of the draft letter of appointment of Mr. Akhil Gupta as an Independent Director setting out the terms and conditions is available for inspection to shareholders upon their request in the manner as specified in note no. 6 of this Notice.

Except Mr. Akhil Gupta and his relatives, none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company.

**Registered Office:**

360 ONE Centre, Kamala City, Senapati Bapat Marg,  
Lower Parel, Mumbai – 400 013  
Tel: (+91-22) 4876 5600, Fax: (+91-22) 4646 4706  
E-mail: secretarial@360.one  
Website: www.360.one  
Date: January 18, 2024  
Place: Mumbai

**By order of the Board of Directors  
For 360 ONE WAM LIMITED  
(formerly known as IIFL Wealth Management Limited)**

**Rohit Bhase  
Company Secretary  
ACS – 21409**

## ANNEXURE A TO THE NOTICE

### Key details regarding the Postal Ballot

S. N.	Particulars	Details
1	E-mail ID for posting queries	<a href="mailto:secretarial@360.one">secretarial@360.one</a>
2	Link for remote e-voting	<a href="http://www.evotingindia.com">www.evotingindia.com</a>
3	Helpline number for remote e-voting	In case of queries / grievances relating to remote e-voting, Members may refer to the Frequently Asked Questions (“FAQs”) and e-voting manual for members at the HELP Section at the website of CDSL i.e. <a href="http://www.evotingindia.com">www.evotingindia.com</a> or write an e-mail to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call on toll free no: 1800 22 5533 or contact Mr. Rakesh Dalvi, Sr. Manager, CDSL at A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or e-mail to the Company at <a href="mailto:secretarial@360.one">secretarial@360.one</a> or call on (+91-22) 4876 5600 or contact Mr. Rohit Bhave, Company Secretary, at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai - 400013.
4	Cut-off date for dispatch of the Notice	Friday, January 12, 2024
5	Cut-off date for determining eligibility of the Members for remote e-voting	Friday, January 12, 2024
6	Remote e-voting period	Commences from 9:00 a.m. (IST) on Thursday, January 25, 2024 Ends on 5:00 p.m. (IST) on Friday, February 23, 2024
7	Declaration and announcement of results of remote e-voting	On or before 6:00 p.m. (IST) of Wednesday, February 28, 2024
8	Registrar and Transfer Agent – Contact details	Link Intime India Private Limited C 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai – 400 083 E-mail: <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>
9	360 ONE WAM LIMITED – Contact details	Mr. Rohit Bhave Company Secretary 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai – 400013 Tel: (+91-22) 4876 5600, Fax: (+91-22) 4646 4706 E-mail: <a href="mailto:secretarial@360.one">secretarial@360.one</a>

## ANNEXURE B TO THE NOTICE

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

<b>Name of the Director</b>	Mr. Akhil Gupta
<b>DIN</b>	0028728
<b>Age</b>	68 years
<b>Date of first appointment on the Board</b>	January 18, 2024
<b>Brief Profile / Resume</b>	Mr. Akhil Gupta, an Indian national and a chartered accountant, has over 40 years of experience. He has deep knowledge and expertise in the telecom sector, fund raising and mergers & acquisitions. Currently, he is the Vice Chairman and Whole-time Director of Bharti Enterprises Limited and has played a pivotal role in the phenomenal growth of Bharti Group since inception. He has also been a recipient of numerous awards including ET Telecom Lifetime Achievement Award, Voice&Data Lifetime Contribution Award, EY Entrepreneur of the Year Award as an Entrepreneur CEO, CA Lifetime Achievement Award by ICAI, CA Global Achiever Award by ICAI, Lifetime Achievement Award by Amity University, CEO of the Year award at National Telecom Awards, CA Business Achiever award by ICAI and Asia Corporate Dealmaker award at the Asia Pacific M&A Atlas Awards.
<b>Shareholding in the Company including shareholding as a beneficial owner (as on January 18, 2024)</b>	Nil
<b>Board Meetings attended during financial year 2023-24</b>	1 out of 1 (from the date of his appointment i.e. January 18, 2024)
<b>Experience and expertise in Specific Functional Area</b>	Please refer to the Explanatory Statement.
<b>Skills and capabilities required for the role and the manner in which the Director meets the requirements</b>	
<b>Qualification(s)</b>	Chartered Accountant
<b>Terms and Conditions of appointment or re-appointment</b>	Appointment as an Independent Director for a period of five consecutive years from January 18, 2024 to January 17, 2029 and as detailed in the resolution of this Notice read with the Explanatory Statement thereto.
<b>Remuneration sought to be paid</b>	Mr. Akhil Gupta as a Non-Executive Independent Director, shall be entitled to sitting fees for (a) attending meetings of the Board or Committees thereof and reimbursement of expenses and (b) profit related commission as may be approved by the Board from time to time, pursuant to the resolution passed by the shareholders of the Company and in accordance with the applicable laws.
<b>Last drawn remuneration (including sitting fees and commission)</b>	Mr. Akhil Gupta shall be paid sitting fees of Rupees one lakh for attending a Board meeting held on January 18, 2024.

<b>Relationship with other Directors and Key Managerial Personnel</b>	Mr. Akhil Gupta is not related to any Director or Key Managerial Personnel of the Company.
<b>Directorship in other companies</b>	<ol style="list-style-type: none"> <li>1. Inversion Advisory Services Private Limited</li> <li>2. Bharti AXA Life Insurance Company Limited</li> <li>3. Avanti Investfin Private Limited</li> <li>4. Acevector Limited (formerly known as Snapdeal Limited)</li> <li>5. Gemini Estates Private Limited</li> <li>6. Bharti Enterprises Limited</li> <li>7. Bharti Overseas Private Limited</li> <li>8. Inversion Management Services Private Limited</li> <li>9. Dodo Skills India Private Limited</li> </ol>
<b>Membership / Chairpersonship of committees in other companies*</b>	Acevector Limited – Member of Audit Committee
<b>Directorship in other listed entities</b>	Nil
<b>Membership / Chairpersonship of committees in other listed entities</b>	Nil
<b>Listed entities from which the concerned Director has resigned in the past three years</b>	Nil

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