

**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 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 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 by way of 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 Companies Act, 2013 ("**Explanatory Statement**") read with Listing Regulations, 2015, setting out material facts relating to the following special business 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, January 17, 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:

### APPROVAL FOR TRANSFER OF BUSINESS BY 360 ONE ASSET MANAGEMENT LIMITED TO 360 ONE ALTERNATES ASSET MANAGEMENT LIMITED:

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 24(6) and other relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations, 2015”**), applicable provisions of the Companies Act, 2013 and other applicable rules and regulations framed thereunder (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force), and subject to such approvals, permissions of any person, statutory authorities etc. as may be applicable, the approval of the shareholders of the Company be and is hereby accorded to the proposed transfer of business consisting of management of the alternative investment funds in the capacity of acting as an investment manager registered with Securities and Exchange Board of India (**“AIF Business”**) including the co-investment Portfolio Management Business (**“Co-invest PMS”**) in the capacity of a co-investment portfolio manager, from 360 ONE Asset Management Limited bearing CIN U74900MH2010PLC201113 (formerly known as IIFL Asset Management Limited) (**“Transferor”**), a wholly owned material subsidiary of the Company, to 360 ONE Alternates Asset Management Limited bearing CIN U66300MH2023PLC413099 (**“Transferee”**), a wholly owned subsidiary of the Company, as an undertaking on a going concern basis (collectively, **“Undertaking”**) by way of a ‘slump sale’, for a lump sum consideration not being less than the net book value (subject to necessary adjustment of working capital) of the Undertaking, with effect from such date as may be determined by the Transferor and the Transferee and upon such other terms and conditions as mentioned in the draft business transfer agreement (**“Business Transfer”**).

**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: December 11, 2023  
Place: Mumbai

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

**Rohit Bhave  
Company Secretary  
ACS – 21409**

## NOTES:

1. An 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 Companies Act, 2013, 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, December 1, 2023 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 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 Bhase, 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 a Member shall be reckoned on the paid-up value of shares registered in the name of the Member / beneficial owner (in case of shareholding in dematerialised form) as on the cut-off date, i.e. Friday, December 1, 2023. 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, December 1, 2023, 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, December 14, 2023
End of remote e-voting:	Up to 5:00 p.m. (IST) on Friday, January 12, 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, January 17, 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, January 12, 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 <b>CDSL</b>	<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 (" <b>NSDL</b> ")	<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 "<b>Beneficial Owner</b>" icon under "<b>Login</b>" 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 "<b>Access to e-Voting</b>" 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 "<b>Register Online for IDeAS</b>" 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</li> </ol>

	mobile. Once the home page of e-voting system is launched, click on the icon “ <b>Login</b> ” 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.: 1800 1020 990 and 1800 22 44 30.

**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:

For shareholders holding shares in physical mode and other than individual shareholders holding shares in demat	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as shareholders holding shares in physical mode) <ul style="list-style-type: none"> <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 Or 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.
- 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 and to the Company at the e-mail address secretarial@360.one, if they have voted from individual tab & not uploaded same in CDSL e-voting system for the scrutinizer to verify the same.

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

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

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

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

Members are requested to refer to the login method explained at note no. 11 (a) i.e. 'Instructions for remote e-voting' and may contact the Company at 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”)**

360 ONE Asset Management Limited bearing CIN U74900MH2010PLC201113 (formerly known as IIFL Asset Management Limited) (**“Transferor”**), is a wholly owned material subsidiary of the Company and is engaged in asset management business which includes Mutual Funds (**“MF”**), Portfolio Management Schemes (**“PMS”**), Real Estate Investment Trust (**“REIT”**) and Alternative Investment Fund(s) (**“AIF”**).

360 ONE Alternates Asset Management Limited bearing CIN U66300MH2023PLC413099 (**“Transferee”**), is another wholly owned subsidiary of the Company, which shall carry out alternates asset management business.

The Transferor proposes to transfer its business consisting of management of the alternative investment funds in the capacity of acting as an investment manager registered with Securities and Exchange Board of India (**“AIF Business”**) including the co-investment Portfolio Management Business (**“Co-invest PMS”**) in the capacity of a co-investment portfolio manager to the Transferee, as an undertaking on a going concern and on slump sale basis for a lump sum consideration not being less than the net book value of the undertaking (subject to necessary adjustment of working capital), with effect from such date as may be determined by the Transferor and the Transferee and upon such other terms and conditions as mentioned in the draft business transfer agreement (**“Business Transfer”**).

The proposed Business Transfer is aimed at segregating the current asset management business of Transferor between public and private markets, with Transferor retaining the public market business. The same is expected to allow sharper focus on both the high growth business segments. Since, both Transferor and Transferee are wholly owned subsidiaries of the Company and the aforesaid transfer of business is not to any third party:

1. it is not prejudicial to the interests of the investors of the Transferor, creditors of the Transferor and Transferee, shareholders and creditors of the Company or the public at large,
2. it does not benefit the promoter and promoter group of the Company in any manner, and
3. it does not change the shareholding of the Company, Transferor or Transferee in any manner.

Regulation 24(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations, 2015”**) inter alia require prior approval of shareholders of the listed entity by way of special resolution for selling, disposing and leasing of assets amounting to more than 20% of the assets of the material subsidiary of a listed entity on an aggregate basis during a financial year. As per, the Listing Regulations, 2015, Transferor is a material subsidiary of the Company and the value of assets proposed to be transferred pursuant to the proposed Business Transfer is more than 20% of the assets of the Transferor. Hence, the proposed Business Transfer requires prior approval of the shareholders of the Company, as prescribed under Regulation 24(6) of the Listing Regulations, 2015. In view of the aforesaid regulatory requirement, approval of the Members is sought by way of a special resolution for the proposed Business Transfer.

Accordingly, the Board has considered and approved the proposed Business Transfer and the business transfer agreement, a copy of which will be made available for inspection to a shareholder upon their request in the manner as specified in note no. 6 of this Notice. The Board recommends the resolution set out at Item No. 1 of this Notice for approval by the shareholders of the Company as a special resolution.

Subject to and upon receipt of approval by the Members of the Company by way of a special resolution, the Transferor and Transferee shall seek approval of its shareholders pursuant to the applicable provisions of the Companies Act, 2013 and other necessary approvals required for effecting the proposed Business Transfer.



None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested (financial or otherwise) in this resolution or hold any shares of Transferor and / or Transferee save and except as the nominee shareholders of the Company.

**Registered Office:**

360 ONE Centre, Kamala City, Senapati Bapat Marg,

Lower Parel, Mumbai – 400 013

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

E-mail: [secretarial@360.one](mailto:secretarial@360.one)

Website: [www.360.one](http://www.360.one)

Date: December 11, 2023

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

For Members' ease of reference, please note below 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, December 1, 2023
5	Cut-off date for determining eligibility of the Members for remote e-voting	Friday, December 1, 2023
6	Remote e-voting period	Commences from 9:00 a.m. (IST) on Thursday, December 14, 2023 Ends on 5:00 p.m. (IST) on Friday, January 12, 2024
7	Declaration and announcement of results of remote e-voting	On or before 6:00 p.m. (IST) of Wednesday, January 17, 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>