

May 12, 2025

The Manager,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai 400 001.
BSE Scrip Code: 542772

The Manager,
Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza, 5 Floor, Plot C/1, G Block,
Bandra - Kurla Complex, Bandra (E),
Mumbai 400 051.
NSE Symbol: 360ONE

Dear Sir / Madam,

Subject: Notice of the 2nd Postal Ballot of the Company for the financial year 2025-26 ("Postal Ballot Notice") - Intimation under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015")

This is further to our intimation dated April 23, 2025, in respect of re-appointment of Mr. Karan Bhagat, as Managing Director of the Company for a period of 5 (five) years, on expiry of his present term of office, i.e. with effect from July 27, 2025 to July 26, 2030 (both days inclusive), subject to the approval of shareholders of the Company.

We would like to inform you that in compliance with the applicable provisions of the Companies Act, 2013 and Listing Regulations, 2015, read with General Circular No. 9/2024 dated September 19, 2024 and all other applicable circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India ("**SEBI**") in this regard, the Postal Ballot Notice dated Monday, May 12, 2025, is dispatched today i.e. Monday, May 12, 2025, only by electronic mode to those members 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, April 18, 2025 and whose email addresses are registered with the Company / Depository Participants, for seeking approval of the members of the Company for the following matter:

S.N.	Proposed item to be transacted	Resolution to be passed	Manner of approval
1.	To consider and approve re-appointment of Mr. Karan Bhagat as the Managing Director of the Company and payment of remuneration to him	Special resolution	Remote e-voting

In terms of the provisions of Regulation 30 of the Listing Regulations, 2015, the Postal Ballot Notice is enclosed herewith as **Annexure I** and the same shall be available on the website of the Company i.e. www.360.one and on the website of Central Depository Services (India) Limited at www.evotingindia.com.

360 ONE WAM LIMITED



Please take the same on your records.

Yours truly,
For 360 ONE WAM LIMITED

Rohit Bhase
Company Secretary
(ACS: 21409)
Encl.: As above

360 ONE WAM LIMITED

Corporate & Registered Office: 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013
Tel (91-22) 4876 5600 Fax (91-22) 4341 1895 Email secretarial@360.one www.360.one

CIN: L74140MH2008PLC177884

360 ONE WAM LIMITED**CIN:** L74140MH2008PLC177884**Regd. Office:** 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai - 400013**Tel:** (+91-22) 4876 5600, **Fax:** (+91-22) 4341 1895,**E-mail:** secretarial@360.one, **Website:** www.360.one**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 09/2024 dated September 19, 2024 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**") 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, and other applicable laws 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 5:00 p.m. (IST) of Friday, June 13, 2025, 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:

1. **To consider and approve re-appointment of Mr. Karan Bhagat as the Managing Director of the Company and payment of remuneration to him:**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (**“Act”**) and Rules framed thereunder including Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to re-appoint Mr. Karan Bhagat (DIN:03247753) as the Managing Director of the Company, for a period of 5 (five) years commencing from July 27, 2025 to July 26, 2030 (both days inclusive), liable to retire by rotation as per the provisions of the Act, on the terms and conditions of re-appointment and remuneration as set out in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the **“Board”** which term shall include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to approve the actual remuneration and vary or increase the same from time to time, within the limits approved by the Members of the Company, as it may deem fit.

RESOLVED FURTHER THAT in the event of absence or inadequate profit in any financial year, the aforesaid remuneration shall be paid to Mr. Karan Bhagat as minimum remuneration, subject to and in accordance with the applicable provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and settle any questions and to execute any agreements, documents or give such instructions or take all such steps and make all such filings as may be necessary, proper and expedient to give effect to this Resolution.”

Registered Office:

360 ONE Centre, Kamala City, Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013
Tel: (+91-22) 4876 5600, Fax: (+91-22) 4341 1895
E-mail: secretarial@360.one
Website: www.360.one
Date: May 12, 2025
Place: Mumbai

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

**Rohit Bhase
Company Secretary
ACS – 21409**

NOTES:

1. The Explanatory Statement read with Listing Regulations, 2015 and other applicable laws, 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 Sections 108 and 110 of the Act, read with Regulation 44 of Listing Regulations, 2015, as amended 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, April 18, 2025 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, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of CDSL at www.evotingindia.com. 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 MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), Registrar and Share Transfer Agent of the Company ("RTA") at https://web.in.mpms.mufg.com/EmailReg/Email_Register.html
6. The relevant document(s) as may be 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 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 or write an e-mail to helpdesk.evoting@cdslindia.com or call on toll free no: 1800 21 09911 or contact Mr. Rakesh Dalvi, Sr. Manager, CDSL at A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel

(East), Mumbai – 400 013 or e-mail to the Company at 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, available at the website of the Company i.e. www.360.one or at website of Securities and Exchange Board of India i.e. www.sebi.gov.in. 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 MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), Registrar and Share Transfer Agent of the Company, in case the shares are held by them in physical form.

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, April 18, 2025. 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, April 18, 2025, 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 Tuesday, May 13, 2025
End of remote e-voting:	Up to 5:00 p.m. (IST) on Wednesday, June 11, 2025

The remote e-voting will not be allowed before or beyond the aforesaid date and time and the remote e-voting module shall be disabled by CDSL upon expiry of the aforesaid period. 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 5:00 p.m. (IST) of Friday, June 13, 2025, 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.

- 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. Wednesday, June 11, 2025.

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"> 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. www.cdslindia.com and click on Login icon and select 'My Easi New (Token)' Tab. 2) After successful login, the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by companies. On clicking the e-voting option, the user will be able to see 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, so that the user can visit the e-voting service providers' ("ESPs") website directly. 3) If the user is not registered for Easi / Easiest, option to register is available at www.cdslindia.com and click on login & 'My Easi New (Token)' Tab and then click on registration option. 4) Alternatively, the user can directly access the e-voting page by providing demat account number and PAN from an e-voting link available on www.cdslindia.com - homepage. The system will authenticate the user by sending OTP on registered mobile & 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.
Individual Shareholders holding securities in demat mode with National Securities Depository Limited ("NSDL")	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. The user will have to enter its User ID and Password. After successful authentication, 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.

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. The user will have to enter 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.</p>
Individual Shareholders (holding securities in demat mode) login through their DPs	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 websites of NSDL / CDSL, 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 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.
 - 2) Click on “Shareholders” module.
 - 3) Now enter the User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in physical mode should enter folio number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.

- 5) If shareholder is holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then the existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For shareholders holding shares in physical mode and other than individual shareholders holding shares in demat	
PAN	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"> Shareholders who have not updated their PAN with the Company / DPs are requested to contact the Company / RTA to seek the sequence number and use the same instead of PAN.
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"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank Details field.

- ii. After entering these details appropriately, click on “SUBMIT” tab.
- iii. Shareholders holding shares in physical mode will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- iv. For shareholders holding shares in physical mode, the details can be used only for e-voting on the 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 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 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 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”)

ITEM NO. 1 - To consider and approve re-appointment of Mr. Karan Bhagat as the Managing Director of the Company and payment of remuneration to him:

Mr. Karan Bhagat is currently the Managing Director of the Company. He was re-appointed as the Managing Director of the Company for a period of 5 (five) years, commencing from July 27, 2020, to July 26, 2025.

Section 196(2) of the Companies Act, 2013 (“Act”) inter-alia states that no company shall re-appoint any person as its managing director for a term exceeding five years at a time and such re-appointment shall be made not earlier than one year before the expiry of his term. Given the expiry of his term as the Managing Director of the Company on July 26, 2025, the re-appointment of Mr. Bhagat can now be considered for approval by the Board of Directors and Members of the Company.

Accordingly, in view of the significant contribution of Mr. Karan Bhagat made towards the growth, success and performance of the Company over last ~17 years and basis the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company (“Board”) at its meeting held on April 23, 2025, considered and approved re-appointment of Mr. Karan Bhagat as the Managing Director of the Company, for a further period of 5 (five) years commencing from July 27, 2025 to July 26, 2030 (both days inclusive), subject to the approval of the Members of the Company. Further, the Audit Committee also discussed and approved the proposed remuneration for Mr. Karan Bhagat as per applicable provisions of Section 177 of the Act and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations, 2015”).

The present proposal is to seek the approval of the Members of the Company for re-appointment of Mr. Karan Bhagat as the Managing Director of the Company in terms of the applicable provisions of the Act and Listing Regulations, 2015, and for payment of remuneration to him as per the below terms and conditions and remuneration.

Basic Salary: Basic Salary of Rs. 3,45,00,000/- per annum.

Housing / HRA: He will be eligible to a Company provided house or house rent allowance of upto 50% of basic salary.

Other Allowances & Perquisites: In addition to the above, he will be eligible to allowances & perquisites pertaining to Conveyance, Medical, Leave Travel Allowance, Education, Meal, Supplementary Allowance, Company Car, Fuel & Maintenance, Driver’s Salary and any such other benefits up to Rs. 3,50,00,000/- per annum.

Retirals: He will be eligible for employer’s contribution to provident fund, gratuity and superannuation as per the respective regulations, rules of the Company and approved by Board / Nomination and Remuneration Committee.

Increment: Board / Nomination and Remuneration Committee will review and determine the remuneration on an annual basis and determine the salary increase upto 25% annually on the basic salary, HRA / allowances, other benefits and perquisites.

Insurance & Leave Encashment: He will be eligible for health insurance for self & family, term insurance for self and leave encashment as per Company policy(ies) from time to time and as determined by the Board / Nomination and Remuneration Committee from time to time.

Commissions: He will be paid commission as permissible under the Act, and as determined by the Board / Nomination

and Remuneration Committee from time to time. The Commission shall be performance linked and at target performance, the commission shall be equal to or more than the fixed components of his remuneration.

As per Nomination and Remuneration Policy of the Company:

1. The remuneration of managing director shall be broadly divided into fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
2. In determining remuneration including commission, the Nomination and Remuneration Committee shall consider the following:
 - the relationship of remuneration and performance benchmark;
 - balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
 - responsibility required to be shouldered, the industry benchmarks and the current trends;
 - the Company's performance vis-à-vis the annual budget achievement and individual performance.

Accordingly, performance metrics for deciding the increment and commission payable to Mr. Karan Bhagat from time to time, shall be set by the Nomination and Remuneration Committee / Board in accordance with the Nomination and Remuneration Policy of the Company with an objective to align the Company's goals and performance with his performance and remuneration. The Nomination and Remuneration Policy of the Company is available on the website of the Company at:

https://www.primeinfobase.in/360ONE/files/policies/Nomination_and_RemunerationPolicy_final.pdf

The total managerial remuneration payable by the Company to all the Directors of the Company including to Mr. Karan Bhagat as the Managing Director of the Company, in respect of any financial year, shall remain within the limit specified under the Act.

Other terms: Mr. Karan Bhagat will not be paid any sitting fees or any other salary for attending meetings of the Board or committees thereof. All personnel policies of the Company and the related rules including the code of conduct applicable to other employees of the Company shall be also applicable to Mr. Karan Bhagat as a Managing Director, unless specifically provided otherwise. Further, Mr. Karan Bhagat shall adhere to the Company's Code of Conduct for the Directors and Senior Management.

In case of absence or inadequacy of profit in any financial year, the aforesaid remuneration and perquisites shall be paid to Mr. Karan Bhagat as minimum remuneration, subject to and in accordance with the applicable provisions of the Act. The additional information as required by Schedule V of the Act in this regard, is as follows:

I. General Information:		
Nature of industry	The Company is engaged in the business of providing financial services including asset management, wealth management, advisory services through its subsidiaries. It is registered with SEBI as Category I Merchant Banker.	
Date or expected date of commencement of commercial production	Certificate of commencement of business of the Company was received on February 13, 2008.	
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable	
Financial performance based on given indicators	Particulars	Rs. in crores

		(FY 2024-25)
	Total Income	743.02
	Net Profit as per statement of profit & loss after tax	334.53
	Computation of net profit in accordance with Section 198 of the Act	373.48
	Net Worth	5,492.83
Foreign investments or collaborations, if any	Please refer to the shareholding pattern of the Company and announcements made pursuant to the Listing Regulations, 2015, available on the website of the Company and that of the stock exchanges on which the equity shares of the Company are listed.	
II. Information about the appointee:		
Background details	Please refer to the Explanatory Statement and Annexure B annexed to the Notice for more details.	
Past remuneration	Please refer to the Annexure B annexed to the Notice for more details.	
Recognition or awards	Please refer to the Annexure B annexed to the Notice for more details.	
Job profile and his suitability	Please refer to the Explanatory Statement and Annexure B annexed to the Notice for more details.	
Remuneration proposed	Please refer to the Explanatory Statement annexed to the Notice for more details.	
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Please refer to the aforesaid financial performance, Explanatory Statement and Annexure B annexed to the Notice for more details.	
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Mr. Karan Bhagat is the Managing Director and promoter shareholder of the Company and besides the remuneration paid and proposed to be paid to him, he does not have any material pecuniary relationship with the Company. Mr. Karan Bhagat is not related to any Director or Key Managerial Personnel of the Company.	
III. Other information:		
Reasons of loss or inadequate profits	Not applicable. The Company has adequate profits in terms of Section 197 and 198 of the Act, for the immediately preceding financial year 2024-25.	
Steps taken or proposed to be taken for improvement	Not applicable. The Company has adequate profits in	

	terms of Section 197 and 198 of the Act, for the immediately preceding financial year 2024-25.
Expected increase in productivity and profits in measurable terms	Not applicable. The Company has adequate profits in terms of Section 197 and 198 of the Act, for the immediately preceding financial year 2024-25.

Accordingly, the aforesaid re-appointment of Mr. Karan Bhagat as the Managing Director of the Company and payment of remuneration to him requires approval of the Members of the Company by way of a 'Special Resolution' in view of:

1. Section 197 and Schedule V of the Act, which provides that if in any financial year during the tenure of a managing director, a company has no profits or its profits are inadequate, it may pay remuneration to a managing director exceeding the limits thereunder; and
2. Regulation 17(6)(e) of the Listing Regulations, 2015, which provides that the fees or compensation payable to executive directors who are promoters, may exceed (a) Rs. 5 crore or (b) 2.5 per cent of the net profits of the listed entity calculated as per Section 198 of the Act.

In either case, the total managerial remuneration payable by the Company to all the Directors of the Company including to Mr. Karan Bhagat as the Managing Director of the Company, in respect of any financial year, shall remain within the limit specified under the Act.

Mr. Karan Bhagat may draw remuneration / part of remuneration from the Company, or any other subsidiary of the Company as approved by the Nomination and Remuneration Committee of the Company and board of directors and/or shareholders of the concerned subsidiary, as the case may be, as per the provisions of the Act and other applicable laws.

Termination of Employment:

This employment shall be deemed to be terminated on the occurrence of death, on expiration of tenure, permanent disability or on resignation.

Mr. Karan Bhagat satisfies all the conditions set out in Part-I of Schedule V of the Act, and also the conditions set out under Section 196(3) of the Act for his re-appointment. In accordance with Section 203(3) of the Act, he is not acting as a managing director of any other company. He is not disqualified from being appointed as Director of the Company in terms of Section 164 of the Act and has given his consent to act as the Managing Director of the Company. He is not debarred from holding the office of Director pursuant to any order issued by SEBI or any other authority. He shall perform such duties as shall from time to time be entrusted to him by the Board. He shall be liable to retire by rotation in accordance with Section 152 of the Act read with Articles of Association of the Company. Mr. Karan Bhagat's directorships in other companies and membership / chairpersonship in committees thereof, are within the limits prescribed under the Act and the Listing Regulations, 2015 and the details of such directorships and membership are mentioned in "**Annexure B**" annexed to the Notice.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Karan Bhagat as the Managing Director of the Company, under Section 190 of the Act.

The copies of the necessary documents relating to the proposed re-appointment of Mr. Karan Bhagat as the Managing Director of the Company, will be made available for inspection to a Member upon request in the manner as specified in Note No. 6 of this Notice.

Mr. Karan Bhagat has more than 20 years of experience in the financial services sector. He also has been responsible for providing direction and leadership towards the achievement of the Company's strategic goals and objectives. From financial year 2019-20 to 2024-25, the consolidated revenue of the Company has grown at a Compound Annual Growth Rate ("**CAGR**") of 19.3%, the consolidated profit after tax of the Company has grown at a CAGR of 37.5%. From financial year 2019-20 to 2024-25, Mr. Karan Bhagat's fixed remuneration has grown at a CAGR of 8.48% and total remuneration

including performance linked commission has grown at a CAGR of 23.99%.

In view of his expertise, knowledge and experience, the significant contribution made by him towards the growth, success and performance of the Company over last ~17 years and after taking into consideration the recommendation of the Nomination and Remuneration Committee, the Board is of the view that re-appointment of Mr. Karan Bhagat as the Managing Director of the Company is in the best interest of the Company. The Board accordingly recommends the resolution set out at Item No. 1 of this Notice for approval of the Members of the Company by way of a Special Resolution.

Except Mr. Karan Bhagat and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the passing of the resolution set out at Item No. 1 of the Notice.

The brief profile and other details of Mr. Karan Bhagat in terms of Regulation 36(3) of the Listing Regulations, 2015 and Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India are annexed to this Notice as "**Annexure B**".

Registered Office:

360 ONE Centre, Kamala City, Senapati Bapat Marg,

Lower Parel, Mumbai - 400 013

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

E-mail: secretarial@360.one

Website: www.360.one

Date: May 12, 2025

Place: Mumbai

By order of the Board of Directors

For 360 ONE WAM LIMITED

Rohit Bhave
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	secretarial@360.one
2	Link for remote e-voting	www.evotingindia.com
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. www.evotingindia.com or write an e-mail to helpdesk.evoting@cdslindia.com or call on toll free no: 1800 21 09911 or contact Mr. Rakesh Dalvi, Sr. Manager, CDSL at A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or e-mail to the Company at secretarial@360.one or call on (+91-22) 4876 5600 or contact Mr. Rohit Bhave, Company Secretary, at 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai - 400013.
4	Cut-off date for dispatch of the Notice	Friday, April 18, 2025
5	Cut-off date for determining eligibility of the Members for remote e-voting	Friday, April 18, 2025
6	Remote e-voting period	Commences from 9:00 a.m. (IST) on Tuesday, May 13, 2025 Ends on 5:00 p.m. (IST) on Wednesday, June 11, 2025
7	Declaration and announcement of results of remote e-voting	On or before 5:00 p.m. (IST) of Friday, June 13, 2025
8	Registrar and Share Transfer Agent – Contact details	MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) C 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai – 400 083 To raise an email query following is the link: https://swayam.in.mpms.mufg.com/
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) 4341 1895 E-mail: secretarial@360.one

ANNEXURE B TO THE NOTICE

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

Particulars	Details
Name of the Director	Mr. Karan Bhagat
DIN	03247753
Age	48 Years
Nationality	Indian
Date of first appointment on the Board	September 27, 2010
Brief Profile / Resume	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 the achievement of the organization's strategic goals and objectives. He was recognized 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.
Shareholding in the Company	Mr. Karan Bhagat holds 96,716 equity shares as on the date of the Notice. The details of pledge on said shares is disclosed as per applicable laws to the stock exchanges on which the equity shares of the Company are listed.
Board Meetings attended during the financial year 2025-26	2 out of 2
Experience and expertise in Specific Functional Areas	Monetary Policy, Leadership, Corporate Governance, Risk and Compliance, Financial, Stakeholder Relationship and Strategic advisor
Qualification(s)	MBA in Finance from the Indian Institute of Management, Bangalore and bachelor's degree in commerce from St. Xavier's College, Kolkata
Terms and Conditions of appointment or re-appointment	Mr. Karan Bhagat was re-appointed as the Managing Director of the Company on July 27, 2020, for a period of 5 years expiring on July 26, 2025. Approval of the members is sought for his re-appointment as the Managing Director of the Company, for a further period of 5 (five) years commencing from July 27, 2025 to July 26, 2030 (both days inclusive), on the terms and conditions of re-appointment and remuneration as set out in the Explanatory Statement annexed to the Notice.
Remuneration sought to be paid	As per Explanatory Statement
Last drawn remuneration (including sitting fees and commission)	Mr. Karan Bhagat has drawn total remuneration of Rs. 14,66,89,600/- from the Company during financial year 2024-25, which included commission of Rs. 7,15,00,000/- in respect of the financial year 2023-24, paid in financial year 2024-25, 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 the Company at: https://www.primeinfobase.in/360ONE/files/policies/Nomination_and_RemunerationPolicy_final.pdf He has not drawn any remuneration from any of the subsidiaries of the

	Company during financial year 2024-25. He is not granted any employee stock options.
Relationship with other Directors and Key Managerial Personnel of the Company	Mr. Karan Bhagat is not related to any Director or Key Managerial Personnel of the Company.
Directorship in other companies (including the Company)	<ol style="list-style-type: none"> 1. The Company i.e. 360 ONE WAM LIMITED, as a Managing Director 2. 360 ONE Prime Limited, wholly owned subsidiary of the Company, as a non-executive director 3. 360 ONE Asset Management Limited, wholly owned subsidiary of the Company, as a non-executive director 4. Kyrush Trading & Investments Private Limited, as a non-executive director 5. Kyrush Edutech Private Limited, as a non-executive director
Membership / Chairpersonship of committees in other companies (including listed entities)	<ol style="list-style-type: none"> 1. 360 ONE WAM LIMITED - Risk Management Committee 2. 360 ONE Prime Limited - Nomination and Remuneration Committee 3. 360 ONE Asset Management Limited - Nomination and Remuneration Committee
Directorship in other listed entities	360 ONE Prime Limited, high value debt listed entity as per Listing Regulations, 2015, and a wholly owned subsidiary of the Company, as a non-executive director
Listed entities from which the concerned Director has resigned in the past three years	Protean eGov Technologies Limited