

February 20, 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,

Reference: Our intimation dated January 27, 2025 ("Earlier Disclosure")

Subject: Change in price of equity shares and warrants from Rs. 1,174.13/- to Rs. 1,174.76/- each. Total consideration for acquisition of Batlivala & Karani Securities India Private Limited remains unchanged, and Outcome of the meeting of the Board of Directors ("Board") of 360 ONE WAM LIMITED ("Company") held on Thursday, February 20, 2025.

The valuation report dated January 27, 2025, stands revised, with the price of equity shares and warrants revised from Rs. 1,174.13/- to Rs. 1,174.76/- each. The Revised Valuation Report has been obtained from an independent registered valuer as per Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**").

The total consideration for acquisition of Batlivala & Karani Securities India Private Limited ("**B&K Securities**") remains unchanged at Rs. 1774,24,00,000.

Please find enclosed **Annexure I** w.r.t. outcome of the Board Meeting for the same.

Please take the same on your records.

Thanking you.
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

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CIN: L74140MH2008PLC177884

Outcome of the meeting of the Board of Directors (“Board”) of 360 ONE WAM LIMITED (“Company”) held on Thursday, February 20, 2025

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations, 2015**”), we wish to inform you that in view of the aforesaid Revised Valuation Report, the Board at its meeting held today through audio-visual electronic communication has *inter-alia* approved:

- A. revision in the price of 1,00,00,000 fully paid-up equity shares of the Company of face value Re. 1/- each, proposed to be issued on a preferential issue basis by the Company (*subject to the approval of shareholders of the Company by way of a special resolution and any other approval(s) of the concerned regulatory authorities*), to Mr. Saahil Murarka and Batlivala & Karani Resources Management Pvt. Ltd., to be utilized for part discharge of the total consideration for acquisition of entire fully paid up equity share capital of B&K Securities on a fully diluted basis from the Seller Group 1 (as defined below) from Rs. 1,174.13/- to Rs. 1,174.76/- per equity share, which is determined in accordance with the provisions of the Companies Act, 2013 and rules made thereunder and Chapter V of the ICDR Regulations, leading to following revision in the manner of payment of consideration for the proposed acquisition by the Company, keeping the total consideration unchanged:

S.N.	Particulars	Existing	Revised
1	Equity Shares		
	Number of Equity Shares	1,00,00,000	1,00,00,000
	Price per Equity Share	Rs. 1,174.13	Rs. 1,174.76
	Total Swap Consideration	Rs. 1174,13,00,000	Rs. 1174,76,00,000
2	Cash Consideration	Rs. 600,11,00,000	Rs. 599,48,00,000
3=1+2	Total Consideration	Rs. 1774,24,00,000	Rs. 1774,24,00,000

- B. revision in the price of issuance of 33,33,333 warrants on a preferential issue basis to Mr. Saahil Murarka from Rs. 1,174.13/- to Rs. 1,174.76/- per warrant, which is determined in accordance with the provisions of the Companies Act, 2013 and rules made thereunder and Chapter V of the ICDR Regulations, which are convertible into or exchangeable at an option of the holder into equivalent number of fully paid-up equity share of the Company of face value of Re. 1/- each within a maximum period of 18 months from the date of allotment of warrants, subject to the approval of shareholders of the Company by way of a special resolution and any other approval(s) of the concerned regulatory authorities; and
- C. issue of Corrigendum (“**Corrigendum**”) to the Notice of the 1st Extraordinary General Meeting for the financial year 2024-25 (“**EGM**”) of the Members of Company scheduled to be held on Tuesday, February 25, 2025, at 2:00 p.m. (IST) through Video Conferencing / Other Audio Visual Means, in order to give effect of the aforesaid revisions in the Notice of EGM.

Upon commencement of dispatch of the Corrigendum to the shareholders, the Company shall intimate the same to the stock exchanges along with a copy of the said Corrigendum.

In light of the above, the Company has entered into the following amendment agreements today i.e. on February 20, 2025:

- a) First Amendment Agreement to the Share Purchase and Share Subscription Agreement (“**SPSSA First Amendment**”) between the Company, Seller Group 1 (as defined below) and B&K Securities.
- b) First Amendment Agreement to the Share Subscription Agreement (“**SSA First Amendment**”) between the Company and Mr. Saahil Murarka.

Further, we have enclosed the following as per SEBI Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, (“**SEBI Circular**”):

- I. Disclosures in respect of execution of SPSSA First Amendment as per point B(5) of Annexure 18 of the SEBI Circular, as ‘**Annexure A**’, and
- II. Disclosures in respect of execution of SSA First Amendment as per point B(5) of Annexure 18 of the SEBI Circular, as ‘**Annexure B**’.

Please also note that this disclosure is to be read in continuation of and conjunction with the Earlier Disclosure. For ease of reference, we also wish to highlight the following revisions to certain Annexures to the Earlier Disclosure:

- i. Details of the following particulars in ‘**Annexure VII - in respect of acquisition of B&K Securities**’ of the Earlier Disclosure shall stand revised as follows:

Particulars	Revised Details
Consideration - whether cash consideration or share swap or any other form and details of the same.	The consideration shall be: <ul style="list-style-type: none"> ○ partly by payment of cash consideration amounting to Rs. 599,48,00,000/-, subject to adjustments as may be agreed between the parties; and ○ partly by issuance of equity shares for consideration other than cash i.e. by issuance and allotment of 1,00,00,000 fully paid-up equity shares of the Company of face value Re. 1/- each at a price of Rs. 1,174.76/- per equity share, in accordance with Chapter V of ICDR Regulations, for consideration other than cash.
Cost of acquisition and / or the price at which the shares are acquired;	The consideration shall be: <ul style="list-style-type: none"> ○ partly by payment of cash consideration amounting to Rs. 599,48,00,000/-, subject to adjustments as may be agreed between the parties; and ○ partly by issuance of equity shares for consideration other than cash i.e. by issuance and allotment of 1,00,00,000 fully paid-up equity shares of the Company of face value Re. 1/- each at a price of Rs. 1,174.76/- per equity share, in accordance with Chapter V of ICDR Regulations, for consideration other than cash.

- ii. Details of the following particulars in '**Annexure VIII - in respect of issue of equity shares of the Company on preferential basis**' of the Earlier Disclosure shall stand revised as follows:

Particulars	Revised Details
Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	1,00,00,000 fully paid-up equity shares of the Company of face value Re. 1/- each at a price of Rs. 1,174.76/- per equity share, in accordance with Chapter V of ICDR Regulations, for consideration other than cash, aggregating to Rs. 1174,76,00,000/-.

- iii. Details of the following particulars in '**Annexure XII - in respect of issue of issue of warrants of the Company on preferential basis**' of the Earlier Disclosure shall stand revised as follows:

Particulars	Revised Details
Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	upto 33,33,333 warrants which are convertible into or exchangeable at an option of the holder into equivalent number of fully paid-up equity share of the Company of face value of Re. 1/- each at a price of Rs. 1,174.76/- per warrant, in accordance with Chapter V of the ICDR Regulations.
Additional details in case of preferential issue:	
Issue price / allotted price (in case of convertibles)	Rs. 1,174.76/- per warrant, which is determined in accordance with the provisions of the Companies Act, 2013 and rules made thereunder and Chapter V of the ICDR Regulations

The meeting of the Board commenced at 11:30 a.m. (IST) and concluded at 12:15 p.m. (IST).

Thanking you.

Yours truly,

For 360 ONE WAM LIMITED

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

Disclosures in respect of execution of SPSSA First Amendment as per point B(5) of Annexure 18 of the SEBI Circular

In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):

Particulars	Details
Name(s) of parties to the agreement	The SPSSA First Amendment is executed between the Company, Batlivala & Karani Securities India Private Limited (" B&K Securities "), Mr. Saahil Murarka, Batlivala & Karani Resources Management Pvt. Ltd. and Ms. Swapana Murarka (collectively, " Seller Group 1 ").
Nature of the agreement	The SPSSA First Amendment is executed to account for the revision in the price of the equity shares of the Company for acquisition of entire fully paid up equity share capital of B&K Securities on a fully diluted basis from shareholders of B&K Securities i.e. Seller Group 1 and such of its subsidiaries, at the time of acquisition and as may be mutually agreed between the parties.
Date of execution of the agreement	February 20, 2025
Details of amendment and impact thereof or reasons of termination and impact thereof	In light of the aforesaid Revised Valuation Report, the price of the equity shares proposed to be issued by the Company is revised from Rs. 1,174.13/- to Rs. 1,174.76/- per equity share. Accordingly, the SPSSA First Amendment has been executed to account for the aforementioned revision in price. To clarify, the total consideration payable for acquisition of B&K Securities remains unchanged.

Disclosures in respect of execution of SSA First Amendment as per point B(5) of Annexure 18 of the SEBI Circular

In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):

Particulars	Details
name of parties to the agreement	The SSA First Amendment is executed between the Company and Mr. Saahil Murarka.
Nature of the agreement	The SSA First Amendment is executed to account for the revision in the price of the warrants to be issued to Mr. Saahil Murarka.
Date of execution of the agreement	February 20, 2025
Details of amendment and impact thereof or reasons of termination and impact thereof	In light of the aforesaid Revised Valuation Report, the price of the warrants proposed to be issued by the Company is revised from Rs. 1,174.13/- to Rs. 1,174.76/- per warrant. Accordingly, the SSA First Amendment has been executed to account for the aforementioned revision in price. The aggregate issue proceeds of the warrants stand revised from Rs. 391,37,66,275.29/- to Rs. 391,58,66,275.08/-.