

September 26, 2024

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: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We wish to intimate that 360 ONE Distribution Services Limited (formerly known as IIFL Wealth Distribution Services Limited) ("**DSL**") and MAVM Angels Network Private Limited ("**MAVM**"), the wholly owned subsidiaries of the Company, at their respective meetings of the Board of Directors held today i.e. September 26, 2024, have considered and approved the scheme of amalgamation ("**Scheme**") under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, of MAVM ("**Transferor Company**") with and into DSL ("**Transferee Company**") and their respective shareholders ("**Amalgamation**").

The said Amalgamation is subject to the necessary approvals including by the Jurisdictional Bench of National Company Law Tribunal.

The details of the Scheme along with details required in terms of SEBI Circular dated July 13, 2023, bearing reference no. SEBI/HO/CFD/CFDPoD-1/P/CIR/2023/123, in relation to the Amalgamation are enclosed herewith as **Annexure I**.

Please take the same on your records.

Thank you.
Yours truly,

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

Rohit Bhave
Company Secretary
ACS: 21409

360 ONE WAM LIMITED (Formerly known as IIFL Wealth Management 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) 4646 4706 Email secretarial@360.one www.360.one CIN:L74140MH2008PLC177884

Brief details of the Scheme

The Scheme provides for amalgamation of MAVM Angels Network Private Limited (“**MAVM**” or “**Transferor Company**”) with and into 360 ONE Distribution Services Limited (formerly known as IIFL Wealth Distribution Services Limited) (“**DSL**” or “**Transferee Company**”). Both, the Transferor Company and the Transferee Company are wholly owned subsidiaries of the Company. Hence, upon the Scheme becoming effective, Transferee Company shall issue its shares to the Company as consideration for the Amalgamation.

The Scheme is subject to necessary approvals by the shareholders and creditors of the Transferor Company and Transferee Company and Jurisdictional Bench of the National Company Law Tribunal (“**NCLT**”) and such other statutory and regulatory approvals as may be required.

Further, details as required under Clause A(1) of Annexure I of the SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, are as under:

Particulars	Details												
Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc	<p>MAVM was incorporated on August 22, 2015, and is a wholly owned subsidiary of the Company.</p> <p>DSL was incorporated on January 30, 1995, and is a wholly owned subsidiary of the Company.</p> <p>Brief details of the net worth, total assets and total income are as follows as on March 31, 2024:</p> <p style="text-align: right;">Amount in crores</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Net worth</th> <th>Total Income</th> <th>Total Assets</th> </tr> </thead> <tbody> <tr> <td>MAVM</td> <td>Rs. -0.72/-</td> <td>Rs. 0.21/-</td> <td>Rs. 4.76/-</td> </tr> <tr> <td>DSL</td> <td>Rs. 773.92/-</td> <td>Rs. 632.40/-</td> <td>Rs. 1579.58/-</td> </tr> </tbody> </table>	Particulars	Net worth	Total Income	Total Assets	MAVM	Rs. -0.72/-	Rs. 0.21/-	Rs. 4.76/-	DSL	Rs. 773.92/-	Rs. 632.40/-	Rs. 1579.58/-
Particulars	Net worth	Total Income	Total Assets										
MAVM	Rs. -0.72/-	Rs. 0.21/-	Rs. 4.76/-										
DSL	Rs. 773.92/-	Rs. 632.40/-	Rs. 1579.58/-										
Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	<p>Yes, the proposed transaction is between related parties. However,</p> <p>a. in terms of General Circular No. 30/2014 dated July 17, 2014, issued by Ministry of Corporate Affairs (“MCA Circular”), the transactions arising out of compromises, arrangements and amalgamations under the Companies Act, 2013 (“Act”), will not attract the requirements of Section 188 of the Act, and</p> <p>b. in terms of Regulation 23(5)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, transactions entered into between two wholly-owned subsidiaries of the listed holding company, whose accounts</p>												

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	are consolidated with such holding company and placed before the shareholders at the general meeting for approval, is exempt from the provisions of Regulation 23(2), (3) & (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating approvals by audit committee / shareholders etc.
Area of business of the entity(ies)	MAVM is in the business of promoting start-ups by providing a platform that facilitates angel funding for new ventures. DSL is engaged in providing services relating to financial products distribution and broking and depository participant business.
Rationale for amalgamation / merger	Transferor Company and Transferee Company are wholly owned subsidiaries of the Company and in order to achieve, inter-alia, efficiency in administrative functions, it is proposed to amalgamate the Transferor Company with the Transferee Company. The Amalgamation is expected to yield the following benefits: (a) proposed consolidation of the business operations of the Transferor Company with the Transferee Company by way of amalgamation will result into more efficient utilization of capital assets, customer relationships and thereby create stronger base for future growth; (b) assist in rationalizing the corporate structure and reduction of shareholding tiers; (c) reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by both the Transferor Company and Transferee Company; (d) result in savings of administration and other costs associated with managing separate entities.
In case of cash consideration – amount or otherwise share exchange ratio	1 (One) Equity Share having face value of INR 100/- each of DSL to be issued by DSL to the Company, in its capacity as an equity shareholder of MAVM for every 1 (One) Equity Share having face value of INR 10/- each, held in MAVM, by the Company.
Brief details of change in shareholding pattern (if any) of listed entity	No. There will be no change in shareholding pattern of the Company or DSL.

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