360 ONE WAM LIMITED

Policy for determining Material Subsidiary

Version	Adopted / Amended / Noted at	Amended on
1 – FY 2026-27	Board Meeting held on April 21, 2026, as part of annual review	April 21, 2026

Introduction:

In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed entity is required to formulate a policy for determining Material Subsidiaries. In this regard, the Board of Directors of 360 ONE WAM LIMITED has adopted this policy and procedures with regard to determination of Material Subsidiaries.

1. **Purpose and Scope:**

   The Policy for determining Material Subsidiary Companies (**"Policy"**) has been framed in accordance with the provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. The Policy will be used to determine the Material Subsidiaries of 360 ONE WAM LIMITED and to provide the governance framework for such subsidiaries.

2. All the words and expressions used in this Policy, unless defined hereafter, shall have meaning respectively assigned to them under the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars made/issued there under, as amended, from time to time.

3. **Definitions:**

   i. **"Board of Directors"** or **"Board"** means the Board of Directors of 360 ONE WAM LIMITED, as constituted from time to time.
   ii. **"Company"** means 360 ONE WAM LIMITED.
   iii. **"Independent Director"** shall have the same meaning as defined under SEBI LODR, as amended, from time to time.
   iv. **"SEBI LODR"** means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactment thereof.
   v. **"Subsidiary"** shall mean a subsidiary as defined under section 2(87) of the Companies Act, 2013 and Rules made there under.

4. **Identification of 'Material' subsidiary:**

   A subsidiary shall be considered as "**Material Subsidiary**" if its turnover or net worth exceeds ten percent of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

   However, for the purpose of appointment of at least one Independent Director on the Board of a Material Subsidiary, the term "**Material Subsidiary**" shall mean a subsidiary, whose turnover or net worth exceeds twenty percent of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

5. **Governance Framework:**

   i. The Audit Committee of Board of the Company shall review the financial statements, in particular, the investments made by the unlisted subsidiary companies.

ii. The minutes of the Board Meetings of the unlisted subsidiary companies shall be placed at the meeting of the Board of the Company.

iii. The management of the unlisted subsidiary shall periodically bring to the attention of the Board of Directors of the Company, a statement of all Significant Transactions and Arrangements entered into by the unlisted subsidiary companies.

The term “significant transaction or arrangement” shall mean any individual transaction or arrangement that exceeds or is likely to exceed 10% of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the unlisted subsidiary for the immediately preceding accounting year.

iv. At least one Independent Director on the Board of Directors of the Company shall be a director on the Board of the unlisted Material Subsidiary, whether incorporated in India or not.

v. Every unlisted Material Subsidiary incorporated in India shall undertake secretarial audit by a secretarial auditor who shall be a peer reviewed company secretary and the Company shall annex such secretarial audit report, with the annual report of the Company.

vi. The Company, without the prior approval of the members by special resolution shall not:
   a. dispose of shares in its Material Subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than or equal to 50 per cent or cease the exercise of control over the subsidiary, unless **exempt**[1] in SEBI LODR, or,
   b. sell, dispose and lease the assets of the Material Subsidiary amounting to more than 20 per cent of the assets of the Material Subsidiary on an aggregate basis during a financial year, unless **exempt**[2] in SEBI LODR.

6. Amendments to the Policy:

The Board shall annually review this Policy and amend as and when required. Any subsequent amendment / modification in the SEBI LODR and /or other applicable laws in this regard shall automatically apply to this Policy.

[1] *Presently, as per SEBI LODR, divestment under a scheme of arrangement duly approved by a Court / Tribunal, or under a resolution plan duly approved under section 31 of the Insolvency Code if disclosed to the recognized stock exchanges within one day of the resolution plan being approved, is exempt from seeking approval of the shareholders of the Company by way of special resolution.*

[2] *Presently, as per SEBI LODR, (i) sale / disposal / lease made under a scheme of arrangement duly approved by a Court / Tribunal, or under a resolution plan duly approved under section 31 of the Insolvency Code if it is disclosed to the recognized stock exchanges within one day of the resolution plan being approved, and (ii) where sale, disposal or lease of assets is between two wholly-owned subsidiaries of the Company, is exempt from seeking approval of the shareholders of the Company by way of special resolution.*