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# 360 ONE PRIME LIMITED

(formerly known as IIFL Wealth Prime Limited)

(Please scan this QR code to view the Shelf Prospectus and Tranche I Prospectus)

360 ONE Prime Limited (formerly known as IIFL Wealth Prime Limited) ("Issuer" or "Company") was incorporated as Chephic Capital Markets Limited on August 31, 1994 as a public company incorporated under the Companies Act, 1956, as amended, and was granted a certificate of incorporation by the Registrar of Companies, Maharashtra at Mumbai. The Company changed its name to IIFL Wealth Finance Limited and was issued fresh certificate of incorporation by Registrar of Companies, Maharashtra at Mumbai on March 12, 2016 consequent upon change of name. Further, the Company changed its name to IIFL Wealth Prime Limited and was issued fresh certificate of incorporation by Registrar of Companies, Maharashtra at Mumbai on December 7, 2020 consequent upon change of name. Further, the Company changed its name to its current name and was issued fresh certificate of incorporation by Registrar of Companies, Maharashtra at Mumbai on April 18, 2023 consequent upon change of name. Our Company is registered as a non-deposit accepting middle layer non-banking financial company with the Reserve Bank of India under Section 45-IA of the Reserve Bank of India Act, 1934 bearing registration number B-13.00361 of way of a certificate of registration dated March 18, 1998. Further, pursuant to current name change, a fresh certificate of registration dated June 5, 2023 was issued by Reserve Bank of India bearing registration number B-13.00361. For more information about our Company including details regarding changes in Registered Office, please see "General Information" on page 20 of the Tranche I Prospectus and "History and Main Objects" on page 140 of the Shelf Prospectus.

Registered Office and Corporate Office: 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Delisle Road, Mumbai - 400 013, Maharashtra, India; Tel: +91 22 4876 5600

CIN: U6590MH1994PLC080646; PAN: AABCC3347E; Website: www.iiflwealthprime.com; Email: nbfc-compliance@360.one; Company Secretary and Compliance Officer: Amit Bhandari; Tel: +91 22 4876 5712; Email: nbfc-compliance@360.one; Chief Financial Officer: Sanjay Wadhwa; Tel: +91 22 4876 5468; Email: nbfc.finance@360.one

## THE ISSUE

PUBLIC ISSUE BY THE COMPANY OF UPTO 1,00,00,000 SECURED, RATED, LISTED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE ₹ 1,000 EACH ("NCDs" OR "DEBENTURES"), AGGREGATING UP TO ₹ 200 CRORE ("BASE ISSUE SIZE") WITH AN OPTION TO RETAIN OVERSUBSCRIPTION OF UPTO ₹ 800 CRORE ("GREEN SHOE OPTION") AGGREGATING UP TO ₹ 1,000 CRORE ("TRANCHE I ISSUE SIZE" OR "TRANCHE I ISSUE"), THE TRANCHE I ISSUE SIZE IS WITHIN THE SHELF LIMIT OF ₹ 1,500 CRORE AND IS BEING OFFERED BY WAY OF THE TRANCHE I PROSPECTUS DATED DECEMBER 28, 2023 CONTAINING INTER ALIA THE TERMS AND CONDITIONS OF TRANCHE I ISSUE ("TRANCHE I PROSPECTUS"), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED DECEMBER 28, 2023 ("SHELF PROSPECTUS") FILED WITH THE ROC, STOCK EXCHANGES AND SEBI. THE SHELF PROSPECTUS AND THE TRANCHE I PROSPECTUS CONSTITUTE THE PROSPECTUS. THE ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, AS AMENDED (THE "SEBI NCS REGULATIONS"), THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED (THE "COMPANIES ACT, 2013") TO THE EXTENT NOTIFIED AND THE SEBI MASTER CIRCULAR, AS AMENDED FROM TIME TO TIME. THE ISSUE IS NOT UNDERWRITTEN.

Credit Rating: "CRISIL AA/Stable" by CRISIL Ratings Limited and "[ICRA]AA (stable)" by ICRA Limited

Allotment on first come first serve basis\*

\*Allotment in the public issue of debt securities shall be made on the basis of date of upload of each application into the electronic book of the stock exchange. However, on the date of over subscription, and thereafter the allotments should be made to the applicants on proportionate basis. For further details refer section titled "Issue Related Information" on page 126 of the Tranche I Prospectus dated December 28, 2023. For further details please refer Shelf Prospectus dated December 28, 2023 and Tranche I Prospectus dated December 28, 2023.

## TRANCHE I ISSUE OPENED ON THURSDAY, JANUARY 11, 2024 TRANCHE I ISSUE CLOSED ON MONDAY JANUARY 15, 2024\*

\*Pursuant to the Tranche I Prospectus dated December 28, 2023, the Tranche I Issue opened on Thursday, January 11, 2024 and was scheduled to close on Wednesday, January 24, 2024, with an option for early closure or extension, (subject to a minimum period of three working days and a maximum period of ten working days from the date of opening of the Tranche I Issue and subject to not exceeding thirty days from filing of the Tranche I Prospectus with ROC including any extensions), as may be decided by the Board of Directors of our Company, subject to relevant approvals, in accordance with Regulation 33A of the SEBI NCS Regulations. In terms of the Tranche I Prospectus, the Company had exercised the option of early closure vide its Board resolution dated January 11, 2024 to close the Tranche I Issue on Monday, January 15, 2024, in compliance with Regulation 33A of the SEBI NCS Regulations. In terms of the Tranche I Prospectus, the Company had issued a public notice dated January 11, 2024, published on January 12, 2024 of such early closure. For further details, see section titled "Issue Related Information" on page 126 of the Tranche I Prospectus.

Our promoter is 360 ONE WAM Limited (formerly known as IIFL Wealth Management Limited); Tel: +91 22 4876 5600; Email: secretarial@360.one. For further details see "Our Promoters" on page 155 of the Shelf Prospectus.

THE FOLLOWING IS A SUMMARY OF THE TERMS OF THE SECURED NCDs TO BE ISSUED PURSUANT TO THE TRANCHE I PROSPECTUS

Series	I	II	III	IV	V	VI*	VII	VIII
Frequency of Interest Payment	Monthly	Annual	Monthly	Annual	Monthly	Annual	Monthly	Annual
Minimum Application	₹ 10,000 (10 NCDs) across all series							
In Multiples of thereafter	₹ 1,000 (1 NCD)							
Face Value/ Issue Price of NCDs (₹/ NCD)	₹ 1,000							
Tenor	18 Months	18 Months	24 Months	24 Months	36 Months	36 Months	60 Months	60 Months
Coupon (% per annum) for NCD Holders in all Categories	8.91%	9.22%	9.03%	9.41%	9.21%	9.61%	9.26%	9.66%
Effective Yield (% per annum) for NCD Holders in all Categories	9.26%	9.27%	9.40%	9.40%	9.60%	9.60%	9.65%	9.65%
Mode of Interest Payment	Through various modes available							
Redemption Amount (₹ / NCD) on Maturity for NCD Holders in all Categories	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000
Maturity/Redemption Date (from the Deemed Date of Allotment)	18 Months	18 Months	24 Months	24 Months	36 Months	36 Months	60 Months	60 Months
Nature of Indebtedness	Secured							
Put and Call Option	Not Applicable							

\*Our Company shall allocate and allot Series VI NCDs (36 months - annual option) wherein the Applicants have not indicated the choice of the relevant NCD Series.

• With respect to Series I, III, V and VII where interest is to be paid on a monthly basis, the first interest payment will be due at the end of one month from the date of Allotment. Subsequently, interest payment will be due at the end of every month thereafter. The last interest payment will be made at the time of redemption of the NCDs.

• With respect to Series II, IV, VI and VIII, where interest is to be paid on annual basis, the first interest payment will be due at the end of one year from the date of allotment. Subsequently, interest payment will be due at the end of every year thereafter. The last interest payment will be made at the time of redemption of the NCDs.

• Please refer to "Annexure C" on page 199 of the Tranche I Prospectus, for details pertaining to the cash flows of the Company in accordance with the SEBI Master Circular.

• Subject to applicable tax deducted at source. For further details, please see the section entitled "Statement of Possible Tax Benefits" on page 35 of the Tranche I Prospectus.

• Applicants are advised to ensure that they have obtained the necessary statutory and/or regulatory permissions/consents/approvals in connection with applying for, subscribing to, or seeking allotment of NCDs pursuant to the Tranche I Issue. For further details, see "Issue Procedure" and "Terms of Issue" on page 156 and 136 of the Tranche I Prospectus, respectively.

### ADDENDUM TO THE PROSPECTUS ("ADDENDUM")

Potential Investors may please note the following updates to the Prospectus

The Board of Directors of the Company at their meeting held on January 17, 2024, has considered and approved the unaudited financial results of the Company for the quarter ended December 31, 2023 ("Financial Results") in accordance with Regulation 52 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the limited review report issued by the statutory auditors of the Company and the disclosures in compliance with Regulations 52(4) of the Listing Regulations ("Other Information"). The Financial Results and Other Information have been submitted to BSE and are available on the website of BSE at www.bseindia.com and on the website of the Company at www.iiflwealthprime.com. Accordingly, the disclosures appearing in the section titled "Material Developments" and "Financial Information" on page 185 and 184 of Shelf Prospectus and page 60 of the Tranche I Prospectus both dated December 28, 2023 stands updated in this regard. The Prospectus shall be read in conjunction with this Addendum. The information contained in the Addendum supplements the Prospectus and updates the information provided in the Prospectus and the Abridged Prospectus, as applicable, solely to the extent set out above. This Addendum does not reflect all the changes that may have occurred between the date of filing of the Prospectus and the date hereof. All capitalized terms used in this notice shall unless the context otherwise requires, have the meanings ascribed in the Prospectus and the Abridged Prospectus. Any reference to the Prospectus in relation to the Issue shall be deemed to include reference to this Addendum.

ASBA\*

Simple, Safe, Smart way of Application!!!

Mandatory in public issues. No cheque will be accepted.

\*Applications Supported by Blocked Amount ("ASBA") is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check section on ASBA.



UPI - Now available in ASBA for Retail Individual Investors. Bidders are required to ensure that the bank account used for bidding is linked to their PAN

UPI is now available for Retail Individual Investors submitting bids up to an application value of ₹ 5,00,000 applying through Designated Intermediaries, SCSBs or through the BSE Direct App/ Web interface of stock exchange or any other permitted methods. For details of the ASBA and UPI Process, refer to the details given in the Application Form and also refer to the section "Issue Procedure" beginning on page 156 of the Tranche I Prospectus. List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. HDFC Bank Limited has been appointed as Sponsor Bank for the Tranche I Issue, in accordance with the requirement of the SEBI Master Circular dated August 10, 2021, as amended.

NCDs ALLOTMENT WILL BE MADE IN DEMATERIALIZED FORM ONLY. ALLOTMENT IN CONSULTATION WITH THE LEAD MANAGERS AND THE DESIGNATED STOCK EXCHANGE SHALL BE MADE ON THE BASIS OF THE DATE OF UPLOAD OF EACH APPLICATION INTO THE ELECTRONIC PLATFORM OF THE STOCK EXCHANGE. IN EACH PORTION SUBJECT TO THE ALLOCATION RATIO. HOWEVER, FROM THE DATE OF OVER SUBSCRIPTION AND THEREAFTER, THE ALLOTMENTS WILL BE MADE TO THE APPLICANTS ON PROPORTIONATE BASIS. FOR FURTHER DETAILS REFER SECTION TITLED "ISSUE RELATED INFORMATION" ON PAGE 126 OF THE TRANCHE I PROSPECTUS.

INFORMATION REQUIRED UNDER SECTION 30 OF COMPANIES ACT, 2013:

CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS: For information on the main objects of our Company, see "History and Main Objects" on page 140 of the Shelf Prospectus and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of the Company is a document for inspection in relation to the Issue. For further details, see the section titled "Material Contracts and Documents for Inspection" on page 191 of the Tranche I Prospectus.

LIABILITY OF MEMBERS: Limited by shares

AMOUNT OF SHARE CAPITAL OF THE COMPANY AS AT SEPTEMBER 30, 2023: The Authorised Share Capital of the Company is ₹ 426,50,00,000 divided into 42,65,00,000 Equity Shares of ₹10 each. The Issued, Subscribed and Paid-up Capital is ₹ 305,49,38,030 divided into 30,54,93,803 Equity Shares of ₹10 each fully paid up.

NAMES OF THE SIGNATORIES AT THE TIME OF SIGNING OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF SHARES SUBSCRIBED FOR BY THEM AT THE TIME OF SIGNING OF THE MEMORANDUM OF ASSOCIATION: Given are the names of the signatories of the Memorandum of Association of the Company and the Number of Equity Shares subscribed for of face value of ₹ 10 each by them at the time of signing of Memorandum of Association: Mr. Dipak Mehta was allotted 100 equity shares; Mr. Bhanu Mehta was allotted 100 equity shares; Ms. Harshada Mehta was allotted 100 equity shares; Mr. Deven Mehta was allotted 100 equity shares; Ms. Bhairavi Mehta was allotted 100 equity shares; Mr. Pradeep Wandrekar was allotted 100 equity shares and Mr. Jitendra Mehta was allotted 100 equity shares each at the time of incorporation of the Company aggregating to 700 equity shares of face value of ₹ 10 each.

LISTING: The NCDs offered through the Shelf Prospectus and the Tranche I Prospectus are proposed to be listed on BSE Limited ("BSE" or "Stock Exchange"). Our Company has received an "in-principle" approval from BSE vide its letter no. DCS/BM/PI-BOND/021/23-24 dated December 28, 2023. BSE shall be the Designated Stock Exchange for the Issue.

GENERAL RISKS: Investment in non-convertible securities is risky, and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their own examination of the Issuer and the Issue, including the risks involved in it. Specific attention of the investors is invited to the chapters "Risk Factors" on page 20 of the Shelf Prospectus and "Material Developments" on page 60 of the Tranche I Prospectus, respectively, before making an investment in such Tranche I Issue. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the non-convertible securities or investor's decision to purchase such securities. The Tranche I Prospectus has not been and will not be approved by any regulatory authority in India, including the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), any registrar of companies or any Stock Exchange in India nor do they guarantee the accuracy or adequacy of this document.

DISCLAIMER CLAUSE OF BSE: It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the Prospectus has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Prospectus for the full text of the Disclaimer Clause of the BSE Limited.

DISCLAIMER CLAUSE OF USE OF BSE ELECTRONIC PLATFORM: It is to be distinctly understood that the permission given by the BSE to use their network and software of the Online system should not in any way be deemed or construed as compliance with various statutory requirement approved by the Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements; nor does it take any responsibility for the financial or other soundness of the Company, its promoters, its management or any scheme or project of this Company.

DISCLAIMER CLAUSE OF RBI: The Company is having a valid certificate of Registration no. B-13. 00361 issued by the Reserve Bank of India under section 45 IA of the Reserve Bank of India Act, 1934. A copy of the Shelf Prospectus and the Tranche I Prospectus has not been filed or submitted to the Reserve Bank of India ("RBI"). It is distinctly understood that the Shelf Prospectus and the Tranche I Prospectus should not in any way be deemed or construed to be approved or vetted by RBI. RBI does not accept any responsibility or guarantee about the present position as to the financial soundness of the Issuer or for the correctness of any of the statements or representations made or opinions expressed by the Issuer and for discharge of liability by the Issuer. RBI neither accepts any responsibility nor guarantee for the payment of any amount due to any investor in respect of the proposed NCDs.

CREDIT RATING: The NCDs proposed to be issued under the Issue have been rated CRISIL AA/Stable (Pronounced as CRISIL double A rating with Stable outlook) for an amount of

LEAD MANAGERS TO THE ISSUE	REGISTRAR TO THE ISSUE	DEBENTURE TRUSTEE	CREDIT RATING AGENCIES
<p><b>JM FINANCIAL</b></p> <p>JM FINANCIAL LIMITED 7<sup>th</sup> Floor, Energy, Appasaheb Marathe Marg, Prabhadevi Mumbai - 400 025 Tel: +91 22 6630 3030 Fax: +91 22 6630 3330 E-mail: 360oneprime.ncd2023@jmf.com Website: www.jmf.com Contact Person: Prachee Dhuri</p>	<p><b>LINK Intime</b></p> <p>LINK INTIME INDIA PRIVATE LIMITED C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083 Tel: +91 810 811 4949; Fax: +91 22 4918 6195 Email: 360one.ncd2023@linkintime.co.in Investor Grievance Email: 360one.ncd2023@linkintime.co.in Website: www.linkintime.co.in Contact Person: Shanti Gopalakrishnan</p>	<p><b>BEACON TRUSTESHIP</b></p> <p>BEACON TRUSTESHIP LIMITED* 7 A &amp; B, Siddhivinayak Chambers, Opposite MIG Cricket Club, Gandhi Nagar, Bandra East, Mumbai - 400 051 Tel: +91 22 2655 8759; Fax: +91 22 2655 8759 Email: contact@beacontrustee.co.in Website: www.beacontrustee.co.in Contact Person: Kaustubh Kulkarni</p>	<p><b>CRISIL</b></p> <p>CRISIL RATINGS LIMITED CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai - 400 076 Tel: +91 22 3342 3000 (B) Fax: +91 22 6114 3406 Email: crisilratings@crisil.com Website: www.crisil.com Contact Person: Ajit Velonlie</p> <p><b>ICRA</b></p> <p>ICRA LIMITED Electric Mansion, 3<sup>rd</sup> Floor, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025 Maharashtra, India Tel: +91 22 6114 3406 Email: shivakumar@icraindia.com Website: www.icra.in Contact Person: L. Shivakumar</p>
<p><b>STATUTORY AUDITOR</b></p> <p>SINGHI &amp; CO. Chartered Accountants B2 402B, Marathon Innova, 4<sup>th</sup> Floor, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400 013 Maharashtra, India. Tel: +91 22 6662 5537/ 5538; Email: mumbai@singhico.com; Website: www.singhico.com; Firm Registration Number: 302049E; Contact Person: Shweta Singhal</p>	<p><b>COMPANY SECRETARY AND COMPLIANCE OFFICER</b></p> <p>Amit Bhandari Company Secretary and Compliance Officer 360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Delisle Road, Mumbai - 400 013, Maharashtra, India. Tel: +91 22 4876 5712; E-mail: nbfc-compliance@360.one</p>	<p>Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer in case of any pre-Tranche I Issue or post-Tranche I Issue related issues such as non-receipt of Allotment Advice, demat credit of allotted NCDs, refunds, unblocking, transfers, etc. as the case may be.</p>	

\*Beacon Trusteship Limited under regulation 8 of SEBI NCS Regulations has by its letter dated December 15, 2023 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Draft Shelf Prospectus, the Shelf Prospectus, and the Tranche I Prospectus and in all the subsequent periodical communications to be sent to the holders of the NCDs issued pursuant to the Tranche I Issue.

\*IIFL Securities Limited is deemed to be an associate of the Issuer as per the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended (Merchant Bankers Regulations). Further, in compliance with the provisions of Regulation 21A and explanation to Regulation 21A of the Merchant Bankers Regulations, IIFL Securities Limited would be involved only in marketing of the Tranche I Issue and as per Regulation 25(3) of SEBI NCS Regulations shall not issue a due diligence certificate.

Disclaimer: 360 ONE PRIME LIMITED (formerly known as IIFL Wealth Prime Limited) ("Company"), subject to market conditions and other considerations is proposing a public issue of secured, rated, listed, redeemable, non-convertible Debentures ("Secured NCDs") and has filed the Shelf Prospectus dated December 28, 2023 and the Tranche I Prospectus dated December 28, 2023 (collectively "Prospectus") with the Registrar of Companies, Maharashtra at Mumbai, BSE Limited and SEBI. The Prospectus is available on the Company's website www.iiflwealthprime.com, on the website of the stock exchange at www.bseindia.com, on the website of SEBI at www.sebi.gov.in and the respective websites of the lead managers at www.jmf.com, www.akgroup.co.in and www.iiflcap.com. Investors proposing to participate in the Tranche I Issue, should invest only on the basis of the information contained in the Prospectus. Investors should note that investment in Secured NCDs involves a high degree of risk and for details relating to the same, please refer to Tranche I Prospectus dated December 28, 2023 and the section on "Risk Factors" beginning on page 20 of the Shelf Prospectus dated December 28, 2023.

For 360 ONE PRIME LIMITED (formerly known as IIFL Wealth Prime Limited)

Place : Mumbai  
Date : January 17, 2024

Sd/-  
Himanshu Jain  
Whole Time Director & CEO  
DIN : 02052409