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(Please scan this QR code to view the Tranche II Prospectus)



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

360 ONE Prime Limited (formerly known as IIFL Wealth Prime Limited) ("Issuer" or "Company") was incorporated as Chephis Capital Markets Limited on August 31, 1994 as a public company incorporated under the Companies Act, 1956, as amended...

TRANCHE II ISSUE

PUBLIC ISSUE BY THE COMPANY OF UPTO 50,00,000 SECURED, RATED, LISTED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE ₹ 1,000 EACH ("NCDs" OR "DEBENTURES"), FOR AN AMOUNT UP TO ₹ 100 CRORE ("BASE ISSUE SIZE") WITH AN OPTION TO RETAIN OVER SUBSCRIPTION UP TO ₹ 400 CRORE...

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.

TRANCHE II ISSUE PROGRAMME\*

TRANCHE II ISSUE OPENS ON: FRIDAY, MAY 24, 2024
TRANCHE II ISSUE CLOSES ON: THURSDAY, JUNE 6, 2024

\*The Tranche II Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. (Indian Standard Time) during the period indicated in the Tranche II Prospectus, except that the Tranche II Issue may close on such earlier date or extended date (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 II Issue and subject to not exceeding thirty days from filing of the Tranche II Prospectus with RoC including extensions) as may be decided by the Board of Directors of our Company or the Resource Raising Committee...

Our promoter is 360 ONE WAM Limited (formerly known as IIFL Wealth Management Limited); Tel: +91 22 4876 5600; Email id: secretarial@360.one. For further details see "Our Promoter" on page 140 of the Tranche II Prospectus

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

Table with columns for Series, Frequency of Interest Payment, Minimum Application, Face Value/ Issue Price of NCDs, etc.

- \*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, VII and IX, 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.

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.

CORRIGENDUM TO THE TRANCHE II PROSPECTUS DATED MAY 16, 2024 ("CORRIGENDUM")

Potential Applicants may note the following: With reference to the Tranche II Prospectus dated May 16, 2024: (i) Reference to the date of 'Shelf Prospectus' on the cover page and in the chapter titled 'Definitions and Abbreviations' on page 10 of the Tranche II Prospectus should be read as December 28, 2023 instead of December 28, 2024...

NCDs ALLOTMENT WILL BE MADE IN DEMATERIALIZED FORM ONLY. ALLOTMENT IN CONSULTATION WITH THE LEAD MANAGERS AND DESIGNATED STOCK EXCHANGE SHALL BE MADE ON THE BASIS OF THE 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.

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 126 of the Tranche II Prospectus and Clause III of the Memorandum of Association of our Company.

AMOUNT OF SHARE CAPITAL OF THE COMPANY AS AT March 31, 2024: The Authorised Share Capital of the Company is ₹ 426,50,00,000 divided into 42,65,00,000 Equity Shares of ₹ 10 each.

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 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. Pradip 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 II 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 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.

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.

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 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 II Prospectus has not been filed with or submitted to the Reserve Bank of India ("RBI"). It is distinctly understood that the Shelf Prospectus and the Tranche II 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 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 ₹ 1,500 crore by CRISIL Ratings Limited vide their rating letter dated December 6, 2023 read with revalidation letter dated May 3, 2024 and [ICRA]AA (stable) for an amount of ₹ 1,500 crore by ICRA Limited vide their rating letter dated December 4, 2023 read with revalidation letter dated April 26, 2024.

Prospectus and shall remain valid on date of issue and allotment of NCDs and the listing of the NCDs on Stock Exchange unless withdrawn. In case of any change in credit ratings till the listing of NCDs, our Company will inform the investors through public notices/ advertisements in all those newspapers in which pre issue advertisement has been given. The rating is not a recommendation to buy, sell or hold the rated instrument and investors should take their own decisions. The rating may be subject to revision or withdrawal at any time by the assigning rating agency and each rating should be evaluated independently of any other rating. The rating agencies have a right to suspend or withdraw the rating at any time on the basis of factors such as new information. For the rating letter, rationale and press release for these ratings, see 'Annexure A' of the Tranche II Prospectus.

DISCLAIMER CLAUSE OF CRISIL: CRISIL Ratings Limited (CRISIL Ratings) has taken due care and caution in preparing the Material based on the information provided by its client and / or obtained by CRISIL Ratings from sources which it considers reliable (Information). A rating by CRISIL Ratings reflects its current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by CRISIL Ratings. CRISIL Ratings does not guarantee the completeness or accuracy of the information on which the rating is based. A rating by CRISIL Ratings is not a recommendation to buy, sell, or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. The Rating is not a recommendation to invest / disinvest in any entity covered in the Material and no part of the Material should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. CRISIL Ratings especially states that it has no liability whatsoever to the subscribers / users / transmitters/ distributors of the Material. Without limiting the generality of the foregoing, nothing in the Material is to be construed as CRISIL Ratings providing or intending to provide any services / transmitters/ distributors of the Material. CRISIL Ratings does not have the necessary permission and/or registration to carry out its business activities in this regard. 360 ONE Prime Limited (formerly known as IIFL Wealth Prime Limited) will be responsible for ensuring compliances and consequences of non-compliances for use of the Material or part thereof outside India. Current rating status and CRISIL Ratings' rating criteria are available without charge to the public on the website, www.crisilratings.com. For the latest rating information on any instrument of any company rated by CRISIL Ratings, please contact Customer Service Helpdesk at 1800-267-1301.

DISCLAIMER CLAUSE OF ICRA: ICRA Ratings should not be treated as recommendation to buy, sell or hold the rated debt instruments. ICRA are subject to a process of surveillance, which may lead to revision in ratings. An ICRA is a symbolic indicator of ICRA's current opinion on the relative capability of the issuer concerned to timely service debts and obligations, with reference to the instrument rated. Please visit our website www.ICRA.in or contact any ICRA office for the latest information on ICRA outstanding. All information contained herein has been obtained by ICRA from sources believed by it to be accurate and reliable, including the rated issuer. ICRA however has not conducted any audit of the rated issuer or of the information provided by it. While reasonable care has been taken to ensure that the information herein is true, such information is provided 'as is' without any warranty of any kind, and ICRA in particular, makes no representation or warranty, express or implied, as to the accuracy, timeliness or completeness of any such information. Also, ICRA or any of its group companies may have provided services other than rating to the issuer rated. all information contained herein must be construed solely as statements of opinion, and ICRA shall not be liable for any losses incurred by users from any use of this publication or its contents.

AVAILABILITY OF APPLICATION FORM: Application Forms can be obtained from: 360 ONE PRIME LIMITED - Tel: +91 22 4876 5600; Lead Managers: TRUST INVESTMENT ADVISORS PRIVATE LIMITED - Tel: +91 22 40845000; A.K. CAPITAL SERVICES LIMITED - Tel: +91 22 6754 6500; IIFL SECURITIES LIMITED - Tel: +91 22 4646 4728 and the offices of Consortium Members and Registrar to the Issue, Trading Members, Designated Intermediary(ies) and Designated Branches of the SCSBs. Electronic Application Forms will be available on the websites of the SCSBs that permit submission of ASBA Application electronically. Application Forms may be downloaded from the websites of Stock Exchange, Lead Managers and Consortium Members. Additionally, UPI Investor making an application in the Issue can also make bid through online (app / web) interface/ platform of the BSE i.e. "BSE Direct". Further, BSE Direct platform can be accessed at https://www.bsedirect.com or can be accessed through mobile app. Further, Application Forms will also be provided to Designated Intermediaries at their request. Abridged Prospectus can be downloaded from the following link - https://www.360one.ncdfiles/360ONE-Prime-Tranche-II-Abridged-Prospectus.pdf

AVAILABILITY OF SHELF PROSPECTUS AND TRANCHE II PROSPECTUS: Investors are advised to refer to the Shelf Prospectus and Tranche II Prospectus and the 'Risk Factors' on page 20 of the Tranche II Prospectus before applying to the Issue. Physical copy of the Shelf Prospectus and Tranche II Prospectus may be obtained from the Registered Office of the Company and the Lead Managers. Full copies of the Shelf Prospectus and Tranche II Prospectus will be available on the website of the Issuer at www.360one/wealth-management/prime/ or the Lead Managers at www.trustgroup.in; www.akgroup.co.in; www.iiflcap.com; of BSE at www.bseindia.com and of SEBI at www.sebi.gov.in.

PUBLIC ISSUE ACCOUNT BANK, SPONSOR BANK AND REFUND BANK: HDFC Bank Limited.

CONSORTIUM MEMBERS: Trust Financial Consultancy Services Private Limited, Trust Securities Services Private Limited, A. K. Stockmart Private Limited, 360 ONE Distribution Services Limited and IIFL Securities Limited.

Note: All Capitalised terms used herein and not specifically defined shall have same meaning as ascribed in the Tranche II Prospectus dated May 16, 2024. For further details please refer the Shelf Prospectus dated December 28, 2023 and Tranche II Prospectus dated 16th May 2024.

Table with columns: LEAD MANAGERS TO THE ISSUE, REGISTRAR TO THE ISSUE, DEBENTURE TRUSTEE, CREDIT RATING AGENCIES, STATUTORY AUDITOR, COMPANY SECRETARY AND COMPLIANCE OFFICER, Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer in case of any pre-issue or post-issue related issues such as non-receipt of Allotment Advice, demat credit of allotted NCDs, refunds, unlocking, transfers, etc. as the case may be.

\*Beacon Trusteeship Limited under regulation 8 of SEBI NCS Regulations has by its letters dated December 15, 2023 and May 10, 2024 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, the Tranche II Prospectus and in all the subsequent periodical communications to be sent to the holders of the NCDs issued pursuant to the 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 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 and had filed a Shelf Prospectus dated December 28, 2023, read with an addendum to the Shelf Prospectus dated January 17, 2024 and second addendum to the Shelf Prospectus dated May 10, 2024 ("Shelf Prospectus"), and has filed a Tranche II Prospectus dated May 16, 2024 ("Tranche II Prospectus") (collectively the "Prospectus") with the Registrar of Companies, Maharashtra at Mumbai, BSE Limited ("BSE"), and Securities and Exchange Board of India ("SEBI"). The Prospectus is available on the website of the Company at www.360one/wealth-management/prime/, of BSE at www.bseindia.com, on the website of the lead managers at www.trustgroup.in, www.akgroup.co.in, www.iiflcap.com and on the website of SEBI at www.sebi.gov.in. Investors proposing to participate in the Tranche II Issue should note that investment in the NCDs involves a high degree of risk and for details in relation to the same, refer to the Prospectus, including the sections titled "Risk Factors" on page 20 of Tranche II Prospectus and "Material Developments" on page 156 of the Tranche II Prospectus, read with the Corrigendum to the Tranche II Prospectus dated May 21, 2024. The Issuer and the Lead Managers accept no responsibility for statements made otherwise than in the Prospectus or in the advertisement or any other material issued by or at the instance of the Company and that anyone placing reliance on any other source of information would be doing so at their own risk.