

This is an advertisement for information purpose only, pursuant to Regulation 30(1) of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended



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

wealth  
360  
ONE

# 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 Chephris 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 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 by 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 44 of the Shelf 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:** U65990MH1994PLC080646; **PAN:** AABCC3347E; **Website:** www.360.one/wealth-management/prime/; **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 1,50,00,000 SECURED, RATED, LISTED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE ₹ 1,000 EACH ("NCDs" OR "DEBENTURES"), AGGREGATING UP TO ₹ 1,500 CRORE ("SHELF LIMIT") ("ISSUE"). THE NCDs WILL BE ISSUED IN ONE OR MORE TRANCHES (EACH BEING A "TRANCHE ISSUE") UP TO THE SHELF LIMIT, ON TERMS AND CONDITIONS AS SET OUT IN THE DRAFT SHELF PROSPECTUS, THE SHELF PROSPECTUS, READ ALONG WITH THE ADDENDUM TO THE SHELF PROSPECTUS DATED JANUARY 17, 2024 ("ADDENDUM") AND SECOND ADDENDUM TO THE SHELF PROSPECTUS DATED MAY 10, 2024 ("SECOND ADDENDUM") (COLLECTIVELY REFERRED TO AS ("SHELF PROSPECTUS") AND RELEVANT TRANCHE PROSPECTUS (COLLECTIVELY, THE "OFFER DOCUMENTS"). 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

The NCDs proposed to be issued under the Issue have been rated CRISILAA/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 and [ICRA]AA (stable) for an amount of ₹ 1,500 crore by ICRA Limited vide their rating letter dated December 4, 2023. Securities with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such securities carry very low credit risk. Ratings given by CRISIL Ratings Limited and ICRA Limited are valid as on the date and shall remain valid on date of issue, 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 Shelf 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.**

## SECOND ADDENDUM TO THE SHELF PROSPECTUS DATED DECEMBER 28, 2023 ("SECOND ADDENDUM")

This is with reference to the shelf prospectus dated December 28, 2023 and the addendum to the shelf prospectus dated January 17, 2024 (collectively referred to as "Shelf Prospectus"), filed with the Registrar of Companies, Maharashtra at Mumbai ("RoC"), Securities and Exchange Board of India ("SEBI") and BSE Limited ("BSE" or "Stock Exchange") in relation to the Issue. As per the Shelf Prospectus, JM Financial Limited, A.K. Capital Services Limited and IIFL Securities Limited were the lead managers. Pursuant to interim directions passed by SEBI in an interim ex-parte order dated March 7, 2024 bearing number WTM/AB/DDHS/DDHS-PoD-1/30074/2023-24 issued by SEBI ("SEBI Order"), JM Financial Limited is unable to continue to act as a lead manager to the Issue. The Company has appointed Trust Investment Advisors Private Limited ("TIAPL", "Trust Investment Advisors") as a lead manager to the Issue vide appointment letter dated April 22, 2024 pursuant to the meeting of the Resource Raising Committee in accordance with their resolution dated April 15, 2024. The Company, TIAPL, A.K. Capital and IIFL Securities have entered into an addendum cum supplemental agreement to the Issue Agreement dated May 10, 2024; TIAPL have in compliance with the requirements of Regulation 27(b) of SEBI NCS Regulations submitted its due diligence certificate in relation to the Shelf Prospectus with SEBI on May 10, 2024. Accordingly, amendments are to be made to the Shelf Prospectus to amend the details of the Lead Managers and give effect to the above. In this regard, potential investors may note the following amendments to the Shelf Prospectus, as approved by the Resource Raising Committee of the Board of Directors of the Company pursuant to its resolution dated May 10, 2024:

1. **Cover Page:** Details of JM Financial Limited provided on the cover page of the Shelf Prospectus shall stand deleted in its entirety and shall be substituted with the following:

|                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|  | <b>Trust Investment Advisors Private Limited</b><br>109/110, Balarama, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Maharashtra, India. <b>Tel:</b> + 91 22 4084 5000 <b>Fax:</b> +91 22 4084 5066<br><b>Email:</b> 360oneprime.ncd@trustgroup.in <b>Website:</b> www.trustgroup.in <b>Contact Person:</b> Hani Jalan                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| 2. <b>Definitions and Abbreviations:</b>                                           | Following definitions provided under the Shelf Prospectus shall stand deleted in its entirety and shall be substituted with the following:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>Issue Agreement</b>                                                             | The Issue Agreement dated December 18, 2023 entered between the Company and JM Financial Limited, A. K. Capital Services Limited and IIFL Securities Limited# the Lead Managers to the Issue, read with addendum cum supplemental agreement to the Issue Agreement dated May 10, 2024 entered into between the Company and Trust Investment Advisors, A. K. Capital Services Limited and IIFL Securities Limited# ("Supplemental Agreement").<br># 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. |
| <b>Lead Managers</b>                                                               | Trust Investment Advisors Private Limited, A. K. Capital Services Limited and IIFL Securities Limited#<br># 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.                                                                                                                                                                                                                                                                                                                                        |
| <b>Registrar Agreement</b>                                                         | Agreement dated December 15, 2023, read with amendment to the Registrar Agreement dated May 10, 2024 entered into between the Issuer and the Registrar under the terms of which the Registrar has agreed to act as the Registrar to the Issue.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>Shelf Prospectus</b>                                                            | The Shelf Prospectus dated December 28, 2023 read along with the addendum to the shelf prospectus dated January 17, 2024 ("Addendum") and second addendum to the shelf prospectus dated May 10, 2024 ("Second Addendum")                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |

Further the definition of **JM Financial** shall stand deleted in its entirety and shall be substituted with the following:

|                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Trust Investment Advisors</b>                                                                                                                                                                                                 | Trust Investment Advisors Private Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| 3. <b>General Information</b>                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| a. <b>Details of JM Financial Limited provided under the heading "General Information-Lead Managers" on page 45 of the Shelf Prospectus shall stand deleted in its entirety and shall be substituted with the following:</b>     | <b>Trust Investment Advisors Private Limited</b><br>109/110, Balarama, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Maharashtra, India. <b>Tel:</b> + 91 22 4084 5000 <b>Fax:</b> +91 22 4084 5066<br><b>Email:</b> 360oneprime.ncd@trustgroup.in <b>Investor Grievance Email:</b> customercare@trustgroup.in <b>Website:</b> www.trustgroup.in<br><b>Contact Person:</b> Hani Jalan <b>Compliance Officer:</b> Aayushi Mulasi <b>SEBI Registration Number:</b> INM000011120 CIN: U67190MH2006PTC162464 |
| b. <b>Details provided under the heading "General Information - Inter - se allocation of responsibility" on page 50 of the Shelf Prospectus shall stand deleted in its entirety and shall be substituted with the following:</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |

| No  | Activities                                                                                                                                                                                                                                                                                                                                                               | Responsibility                                          | Coordinator                                               |
|-----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------|-----------------------------------------------------------|
| 1.  | Due diligence of Company's operations/ management/ business plans/ legal etc.<br>• Drafting of the offering document.<br>• Coordination with the Stock Exchanges for in-principle approval                                                                                                                                                                               | Trust Investment Advisors, AK Capital                   | Trust Investment Advisors                                 |
| 2.  | Structuring of various issuance options with relative components and formalities etc.                                                                                                                                                                                                                                                                                    | Trust Investment Advisors, AK Capital                   | Trust Investment Advisors                                 |
| 3.  | Co-ordination with intermediaries for their deliverables and co-ordination with lawyers for legal opinion                                                                                                                                                                                                                                                                | Trust Investment Advisors, AK Capital                   | Trust Investment Advisors                                 |
| 4.  | Drafting and approval of statutory advertisement.                                                                                                                                                                                                                                                                                                                        | Trust Investment Advisors, AK Capital                   | Trust Investment Advisors                                 |
| 5.  | Appointment of other intermediaries viz., Registrar, Debenture Trustee, Consortium/Syndicate Members, printer, advertising agency and Public Issue Bank, Refund Bank and Sponsor Bank.                                                                                                                                                                                   | Trust Investment Advisors, AK Capital                   | Trust Investment Advisors                                 |
| 6.  | Coordination with the printer for designing and finalization of Issue Documents, Application Form including memorandum containing salient features of the Issue Documents.                                                                                                                                                                                               | Trust Investment Advisors, AK Capital                   | Trust Investment Advisors                                 |
| 7.  | Drafting and approval of all publicity material (excluding statutory advertisement as mentioned in point 4 above) including print and online advertisement, outdoor advertisement including brochures, banners, hoardings etc.                                                                                                                                           | Trust Investment Advisors, AK Capital                   | AK Capital                                                |
| 8.  | Preparation of road show presentation, FAQs.                                                                                                                                                                                                                                                                                                                             | Trust Investment Advisors, AK Capital, IIFL Securities# | AK Capital                                                |
| 9.  | Marketing strategy which will cover, inter alia:<br>• Deciding on the quantum of the Issue material and follow-up on distribution of publicity and Issue material including Application Forms, Issue Documents, posters, banners, etc.<br>• Finalise collection centres;<br>• Finalisation of list and allocation of institutional investors for one on one meetings.    | Trust Investment Advisors, AK Capital, IIFL Securities# | Trust Investment Advisors                                 |
| 10. | Domestic institutions/banks/mutual funds marketing strategy:<br>• Finalize the list and division of investors for one on one meetings, institutional allocation                                                                                                                                                                                                          | Trust Investment Advisors, AK Capital, IIFL Securities# | Trust Investment Advisors<br>AK Capital, IIFL Securities# |
| 11. | Non-institutional marketing strategy which will cover, inter alia:<br>• Finalize media, marketing and public relation strategy and publicity budget;<br>• Finalize centers for holding conferences for brokers, etc.                                                                                                                                                     | Trust Investment Advisors, AK Capital, IIFL Securities# | Trust Investment Advisors<br>AK Capital,                  |
| 12. | Coordination with the Stock Exchange for use of the bidding software                                                                                                                                                                                                                                                                                                     | Trust Investment Advisors, AK Capital                   | AK Capital                                                |
| 13. | Coordination for security creation by way of execution of Debenture Trust Deed                                                                                                                                                                                                                                                                                           | Trust Investment Advisors, AK Capital                   | AK Capital                                                |
| 14. | Post-Issue activities including:<br>• Co-ordination with Bankers to the Issue for management of Public Issue Account(s), Refund Account and any other account<br>• Coordinate with Registrar for collection of Application Forms by ASBA banks; and<br>• Allotment resolution                                                                                            | Trust Investment Advisors, AK Capital                   | AK Capital                                                |
| 15. | • Drafting and finalization of post issue stationery items like, allotment and refund advice, etc.;<br>• Coordination for generation of ISINs;<br>• Corporate action for dematerialized credit/delivery of securities;<br>• Coordinating approval for listing and trading of securities; and<br>• Redressal of investor grievances in relation to post issue activities. | Trust Investment Advisors, AK Capital                   | AK Capital                                                |

### 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. For further details, see the section titled "Material Contracts and Documents for Inspection"

### 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 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. Devan 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 listed / 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/P-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 185 of the Shelf Prospectus, respectively, before making an investment in the 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 Shelf 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 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 has not been filed with or submitted to the Reserve Bank of India ("RBI"). It is distinctly understood that the Shelf 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

# 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.

### 4. Issue Structure

a. The term 'Lead Managers' provided under the chapter titled "Issue Structure" on page 332 of the Shelf Prospectus shall stand deleted in its entirety and shall be substituted with the following:

**Lead Managers:** Trust Investment Advisors Private Limited, A. K. Capital Services Limited and IIFL Securities Limited#

# 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.

### 5. Issue Structure

b. Under the heading titled "Issue Procedure-How to apply? - Availability of the Shelf Prospectus, relevant Tranche Prospectus, Abridged Prospectus and Application Forms." On page 361 of the Shelf Prospectus, the website details are updated as under:

a. for download on the website of BSE at [www.bseindia.com](http://www.bseindia.com), respectively and the website of the Lead Managers at [www.trustgroup.in](http://www.trustgroup.in), [www.akgroup.co.in](http://www.akgroup.co.in) and [www.iiflcap.com](http://www.iiflcap.com).

### 6. Other Regulatory and Statutory Disclosures

a. Following disclaimer shall be added below the disclaimer provided under the head "Disclaimer clause of SEBI-Other Regulatory and Statutory Disclosures" on page 267 of the Shelf Prospectus:

#### DISCLAIMER CLAUSE OF SEBI:

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THE OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MANAGERS, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MERCHANT BANKERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGERS, TRUST INVESTMENT ADVISORS PRIVATE LIMITED HAVE FURNISHED TO SEBI DUE DILIGENCE CERTIFICATE DATED MAY 10, 2024 WHICH READS AS FOLLOWS:

1. WE CONFIRM THAT NEITHER THE ISSUER NOR ITS PROMOTERS OR DIRECTORS HAVE BEEN PROHIBITED FROM ACCESSING THE CAPITAL MARKET UNDER ANY ORDER OR DIRECTION PASSED BY SEBI. WE ALSO CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.  
2. WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUE OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE NCDs OFFERED THROUGH THE ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE WILL BE GIVEN.  
3. WE CONFIRM THAT THE PROSPECTUS CONTAINS ALL DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021.  
4. WE ALSO CONFIRM THAT ALL RELEVANT PROVISIONS OF THE COMPANIES ACT, SECURITIES CONTRACTS (REGULATION) ACT, 1956, SECURITIES AND EXCHANGE BOARD OF INDIA ACT, 1992 AND THE RULES, REGULATIONS, GUIDELINES, CIRCULARS ISSUED THEREUNDER ARE COMPLIED WITH.  
WE CONFIRM NO COMMENTS/COMPLAINTS WERE RECEIVED ON THE DRAFT SHELF PROSPECTUS DATED DECEMBER 18, 2023, FILED WITH BSE LIMITED. BSE LIMITED IS THE DESIGNATED STOCK EXCHANGE FOR THE ISSUE. - NOT APPLICABLE \*

\* THE DRAFT SHELF PROSPECTUS WAS FILED WITH BSE LIMITED AND SEBI ON DECEMBER 18, 2023 AND TRUST INVESTMENT ADVISORS HAVE BEEN APPOINTED PURSUANT TO THE APPOINTMENT LETTER DATED APRIL 22, 2024 AND CONSEQUENTLY A SUPPLEMENTAL AGREEMENT TO THE ISSUE AGREEMENT WAS EXECUTED ON MAY 10, 2024 BETWEEN THE COMPANY AND THE LEAD MANAGERS.  
b. Details of JM Financial Provided under the head "Track record of past public issues handled by the Lead Managers-Other Regulatory and Statutory Disclosures" on page 271 of the Shelf Prospectus shall stand deleted in its entirety and shall be substituted with the following:

| Name of Lead Managers                     | Website                                                  |
|-------------------------------------------|----------------------------------------------------------|
| Trust Investment Advisors Private Limited | <a href="http://www.trustgroup.in">www.trustgroup.in</a> |

### 7. Material Contracts and Documents for Inspection

a. Following line items shall be added under the head "Material Contracts" on page 408 of the Shelf Prospectus:  
i. Addendum cum Supplemental Agreement to the Issue Agreement dated May 10, 2024.  
ii. Amendment to the Registrar Agreement dated May 10, 2024.  
b. Following line items shall be added under the head "Material Documents" on page 408 of the Shelf Prospectus:  
i. Copy of the resolution passed by the Resource Raising Committee dated April 15, 2024, approving appointment of Trust Investment Advisors Private Limited as Lead Manager to the Issue.  
ii. Copy of the resolution passed by the Resource Raising Committee dated May 10, 2024, approving this Second Addendum to the Shelf Prospectus dated May 10, 2024.  
iii. Consent of the Trust Investment Advisors Private Limited dated May 10, 2024 to act as Lead Manager to the Issue and to include its name in and details as Lead Manager in this Shelf Prospectus.  
iv. Due Diligence Certificate dated May 10, 2024 filed by Trust Investment Advisors Private Limited with SEBI.  
v. Consent letter from Beacon Trusteeship Limited dated May 10, 2024.  
8. All references to the term 'JM Financial' and 'JM Financial Limited' shall stand deleted and shall be substituted with the "Trust Investment Advisors" and "Trust Investment Advisors Private Limited", wherever the context so requires.  
9. The term "Lead Managers" in the Shelf Prospectus shall hereinafter mean Trust Investment Advisors Private Limited, A. K. Capital Services Limited and IIFL Securities Limited and all references to Lead Managers in the Shelf Prospectus shall be construed accordingly.  
10. A copy of this this Second Addendum to the Shelf Prospectus has been filed with RoC in accordance with Section 26 and Section 31 of the Companies Act, 2013. All capitalised terms used in this Second Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the Shelf Prospectus. With effect from the date hereof, this Second Addendum shall be an integral part of the Shelf Prospectus and the Shelf Prospectus shall be read in conjunction with this Second Addendum. The information in this Second Addendum supplements the Shelf Prospectus and updates the information in the Shelf Prospectus and other Transaction Documents, as applicable. All the potential investors are advised to please provide attention to the abovementioned update and take an informed decision accordingly. All references to the Shelf Prospectus shall also include this Second Addendum. This Second Addendum is available on the websites of the Company at [www.360.one/wealth-management/prime/](http://www.360.one/wealth-management/prime/), on the websites of Lead Managers at [www.trustgroup.in](http://www.trustgroup.in), [www.akgroup.co.in](http://www.akgroup.co.in) and [www.iiflcap.com](http://www.iiflcap.com) and shall also be available on the websites of SEBI and BSE at [www.sebi.gov.in](http://www.sebi.gov.in) and [www.bseindia.com](http://www.bseindia.com), respectively.

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 NCDs / proposed NCDs

**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 in jurisdictions where 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](http://www.crisilratings.com). For the latest rating information on any instrument of any company rated by CRISIL Ratings, please contact Customer Service Helpline 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](http://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 should 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 SHELF PROSPECTUS :** Investors are advised to refer to the Shelf Prospectus and the "Risk Factors" on page 20 of the Shelf Prospectus before applying to the Issue. Full copies of the Shelf Prospectus will be available on the website of the Issuer at [www.iiflwealthprime.com](http://www.iiflwealthprime.com), of the Lead Managers at [www.trustgroup.in](http://www.trustgroup.in); [www.akgroup.co.in](http://www.akgroup.co.in); [www.iiflcap.com](http://www.iiflcap.com); of BSE at [www.bseindia.com](http://www.bseindia.com) and of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in).

Note: All Capitalised terms used herein and not specifically defined shall have same meaning as ascribed in the Shelf Prospectus For further details please refer the Shelf Prospectus

| LEAD MANAGERS TO THE ISSUE                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                     | REGISTRAR TO THE ISSUE                                                                                                                                                                                                                                                                                                                                                                                              | DEBENTURE TRUSTEE                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | CREDIT RATING AGENCIES                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <br><b>TRUST INVESTMENT ADVISORS PRIVATE LIMITED</b><br>109/110, Balarama, Bandra Kurla Complex, Bandra East, Mumbai – 400 051<br><b>Tel:</b> +91 22 40845000<br><b>Fax:</b> +91 22 4084 5066<br><b>Email:</b> 360oneprime.ncd@trustgroup.in<br><b>Website:</b> www.trustgroup.in<br><b>Contact person:</b> Hani Jalan | <br><b>A.K. CAPITAL SERVICES LIMITED</b><br>603, 6 <sup>th</sup> Floor, Windsor, Off CST Road, Kalina Santacruz (East), Mumbai – 400 098 Maharashtra<br><b>Tel:</b> +91 22 6754 6500<br><b>Fax:</b> +91 22 6610 0594<br><b>Email:</b> 360oneprime.ncd2023@akgroup.co.in<br><b>Website:</b> www.akgroup.co.in<br><b>Contact person:</b> Aanchal Wagle/ Milan Soni | <br><b>IIFL SECURITIES LIMITED</b><br>24 <sup>th</sup> Floor, One Lodha Place, Senapati Bapat Marg Lower Parel (West), Mumbai – 400 013<br><b>Tel:</b> +91 22 4646 4728<br><b>Fax:</b> +91 22 2493 1073<br><b>Email:</b> 360oneprime.ncd@iiflcap.com<br><b>Website:</b> www.iiflcap.com<br><b>Contact Person:</b> Yogesh Malpani | <br><b>LINK Intime</b><br><b>LINK INTIME INDIA PRIVATE LIMITED</b><br>C-101, 247 Park, LBS Marg Vikhroli (West), Mumbai – 400 083<br><b>Tel:</b> +91 810 811 4949; <b>Fax:</b> +91 22 4918 6195<br><b>Email:</b> 360One.ncd2023@linkintime.co.in<br><b>Investor Grievance Email:</b> 360One.ncd2023@linkintime.co.in<br><b>Website:</b> www.linkintime.co.in<br><b>Contact Person:</b> Shanti Gopalkrishnan | <br><b>BEACON TRUSTEESHIP LIMITED</b><br>7 A & B, Siddhivinayak Chambers, Opposite MIG Cricket Club, Gandhi Nagar, Bandra East, Mumbai – 400 051<br><b>Tel:</b> +91 22 2655 8759; <b>Fax:</b> +91 22 2655 8759<br><b>Email:</b> contact@beacontrustee.co.in<br><b>Website:</b> www.beacontrustee.co.in<br><b>Contact Person:</b> Kaustubh Kulkarni | <br><b>CRISIL RATINGS LIMITED</b><br>CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai – 400 076<br><b>Tel:</b> + 91 22 3342 3000 (B)<br><b>Fax:</b> + 91 22 3342 3050<br><b>Email:</b> crsilratingsdesk@crisil.com<br><b>Website:</b> www.crisil.com<br><b>Contact Person:</b> Ajit Veloni | <br><b>ICRA LIMITED</b><br>Electric Mansion, 3 <sup>rd</sup> Floor Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400 025 Maharashtra, India<br><b>Tel:</b> +91 22 6114 3406<br><b>Email:</b> shivakumar@icraindia.com<br><b>Website:</b> www.icra.in<br><b>Contact Person:</b> L Shivakumar |
| <b>STATUTORY AUDITOR</b><br><b>SINGHI &amp; CO.</b><br>Chartered Accountants<br>B2 402B, Marathon Innova, 4 <sup>th</sup> Floor, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013 Maharashtra, India.<br><b>Tel:</b> +91 22 6662 5537/ 5538; <b>Email:</b> mumbai@singhico.com; <b>Website:</b> www.singhico.com; <b>Firm Registration Number:</b> 302049E; <b>Contact Person:</b> Shweta Singhal     |                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>COMPANY SECRETARY AND COMPLIANCE OFFICER</b><br><b>Amit Bhandari</b><br><b>Company Secretary and Compliance Officer</b><br>360 ONE Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Delisle Road, Mumbai – 400 013, Maharashtra, India. <b>Tel:</b> +91 22 4876 5712; <b>E-mail:</b> nbfc-compliance@360.one                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                 |
| 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, unblocking, transfers, etc. as the case may be.                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                 |

\* Beacon Trusteeship Limited under regulation 8 of SEBI NCS Regulations has by its letter dated 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, and relevant Tranche 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.