

January 18, 2023

To,
Listing Compliance Department,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Dear Sir/Madam,

Subject: Outcome of Meeting of Board of Directors of 360 ONE Portfolio Managers Limited (Formerly known as "IIFL WEALTH PORTFOLIO MANAGERS LIMITED" (A wholly owned subsidiary of "360 ONE WAM Limited (Formerly known as IIFL Wealth Management Limited") held on January 18, 2023

With reference to the above and pursuant to the requirements of Regulation 51(2) and Regulation 52(1) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015"), as amended, read with Part B of Schedule III thereto, we wish to inform you, that the Board of Directors of **360 ONE Portfolio Managers Limited (Formerly known as IIFL WEALTH PORTFOLIO MANAGERS LIMITED) ("the Company")** at its Meeting held on January 18, 2023, has, inter-alia approved:

- Unaudited Financial Results of the Company for the quarter and nine months ended December 31, 2022.
- Limited Review Report on the unaudited Financial Results of the Company for the quarter and nine months ended December 31, 2022;
- offer and issuance of Secured/ Unsecured/ Listed/ Unlisted/ Rated/ Unrated/ Perpetual/ Sub-ordinated/ Structured Products/ Market Linked/ Principal Protected/ Fixed Maturity, Non-Convertible Debentures (hereinafter referred to as "NCDs") aggregating up to Rs. 1,000 Crore (INR One Thousand Crore only) on private placement basis in one or more tranches and/or series during the financial year 2023-24.

Further, we have enclosed the following:

- Unaudited Financial Results of the Company for the quarter and nine months ended December 31, 2022, as 'Annexure I.



360 ONE PORTFOLIO MANAGERS LIMITED (Formerly known as IIFL Wealth Portfolio Managers Limited)

Corporate & Registered Office: IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai 400 013

Tel (91-22) 4876 5600 Fax (91-22) 4646 4706 Email secretarial@iiflw.com www.360.one CIN: U74120MH2011PLC219930

- Disclosure in accordance with Regulation 52(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as a part of the Unaudited Financial Results of the Company.
- Limited Review Report on the Unaudited Financial Results for the quarter and nine months ended December 31, 2022, as 'Annexure II'
- Statement pursuant to Regulation 52(7) and 52(7A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as 'Annexure III'
- Certificate pursuant to Regulation 54(3) from the statutory Auditor of the Company regarding maintenance of Security cover for the listed non-convertible debentures issued by the Company on private placement basis, as 'Annexure IV'.

The meeting of Board commenced at 8.15 P.M. (IST) and concluded at 8.45 P.M.(IST).

Further, in accordance with Regulation 52 of the Listing Regulations, 2015, the above-mentioned disclosures shall also be uploaded on the website of the Company at <https://www.iiflwealth.com/Wealth-Portfolio-Managers>

Kindly note that, the Secured Listed Non-Convertible Debentures of the Company are secured by way of pari passu charge over the company's present and future Business Receivables and units of Mutual Funds/AIF's to the extent equal to the principal and interest amount of the secured non-convertible debentures outstanding at any point of time. Accordingly, as per the requirement of Regulation 54(2) of Listing Regulations, 2015, we confirm that the Company is maintaining the security cover of 1x or such higher security cover required as per the terms of placement memorandum/ information memorandum.

Kindly take the aforesaid submission on record.

For 360 ONE Portfolio Managers Limited
(Formerly known as IIFL Wealth Portfolio Managers Limited)


Chinmay Joshi
Compliance Officer



360 ONE PORTFOLIO MANAGERS LIMITED (Formerly known as IIFL Wealth Portfolio Managers Limited)

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360 ONE PORTFOLIO MANAGERS LIMITED (FORMERLY KNOWN AS IIFL WEALTH PORTFOLIO MANAGERS LIMITED)
CIN: U74120MH2011PLC219930
Regd. Office :- IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai-400013, Maharashtra, India
Statement of Unaudited Financial Results for the Quarter and Nine Months Ended December 31, 2022

	Quarter Ended			Nine Months Ended		(₹ In Mn)
	December 31, 2022	September 30, 2022	December 31, 2021	December 31, 2022	December 31, 2021	Year ended March 31, 2022
	Unaudited (Refer Note -7)	Unaudited (Refer Note-7)	Unaudited (Refer Note-7 & 8)	Unaudited	Unaudited (Refer Note-8)	Audited
1. Income						
Revenue from operations						
(i) Interest Income	1.49	19.37	14.53	42.96	46.28	72.85
(ii) Dividend & Distribution income on investments	-	0.65	29.47	24.37	29.71	58.95
(iii) Fees and commission Income	210.61	211.23	224.11	618.13	631.00	848.49
(iv) Net gain on fair value changes	63.97	103.52	112.30	358.51	96.24	5.72
(I) Total Revenue from operations	276.07	334.77	380.41	1,043.97	803.23	986.01
(II) Other Income	-	0.01	0.08	0.02	0.18	0.19
(III) Total Income (I+II)	276.07	334.78	380.49	1,043.99	803.41	986.20
2. Expenses						
(i) Finance Costs	60.95	32.55	23.74	116.71	85.97	127.87
(ii) Fees and commission expense	58.10	59.35	66.56	169.39	189.23	252.41
(iii) Impairment on financial instruments	-	-	(0.07)	(0.06)	0.01	0.05
(iv) Employee benefits expenses	95.21	82.73	109.64	268.06	256.88	336.16
(v) Depreciation, amortisation and impairment	1.43	1.35	1.56	4.07	3.23	4.48
(vi) Other expenses	17.55	26.02	26.66	67.64	69.11	98.30
(IV) Total Expenses	233.24	202.00	228.09	625.81	604.43	819.27
(V) Profit before tax (III - IV)	42.83	132.78	152.40	418.18	198.98	166.93
3. Tax Expense:						
(i) Current Tax	10.17	(31.72)	8.94	18.58	20.77	10.89
(ii) Deferred Tax	2.90	84.67	28.69	101.84	27.12	17.98
(VI) Total Tax Expense	13.07	52.95	37.63	120.42	47.89	28.87
(VII) Profit for the period/year (V-VI)	29.76	79.83	114.77	297.76	151.09	138.06
(VIII) Other Comprehensive Income						
Items that will not be reclassified to profit or loss						
- Remeasurements of defined benefits liabilities/assets	0.25	(1.71)	2.50	(0.38)	1.78	1.57
Income tax relating to items that will not be reclassified to profit or loss	(0.06)	0.43	(0.63)	0.10	(0.45)	(0.39)
Other Comprehensive Income/(Loss) for the period/year	0.19	(1.28)	1.87	(0.28)	1.33	1.18
(IX) Total Comprehensive Income for the period/year (VII+VIII)	29.95	78.55	116.64	297.48	152.42	139.24
(Comprising Profit and other Comprehensive Income/(Loss) for the period/year)						
(X) Paid up Equity Share Capital (Face value of Rs. 10/- each)	2.49	2.49	2.49	2.49	2.49	2.49
(XI) Reserves (excluding Revaluation reserve)						2,134.90
(XII) Earnings per equity share						
Basic (In Rs.) *	119.29	319.98	460.03	1,193.51	605.62	553.40
Diluted (In Rs.) *	119.29	319.98	460.03	1,193.51	605.62	553.40

* Quarter ended numbers are not annualised.

For and on behalf of the Board of Directors

Himadri Chatterjee
Whole Time Director
(DIN: 09122104)

Date: January 18, 2023
Place: Mumbai



360 ONE PORTFOLIO MANAGERS LIMITED
(FORMERLY KNOWN AS IIFL WEALTH PORTFOLIO MANAGERS LIMITED)

CIN: U74120MH2011PLC219930

Regd. Office :- IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel West, Mumbai 400013,
Maharashtra, India

- 1 The above unaudited financial results of the Company for the quarter and nine months ended December 31, 2022, have been reviewed and approved by the Board of Directors of 360 ONE PORTFOLIO MANAGERS LIMITED (formerly known as IIFL Wealth Portfolio Managers Limited) (the "Company") at its meeting held on January 18, 2023. The Statutory Auditors of the Company have carried out the Limited Review of the aforesaid results.
- 2 These unaudited financial results have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 - Interim Financial Reporting ("Ind AS 34") prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principal generally accepted in India.
- 3 In the opinion of the Chief Operating Decision Maker (CODM), there is only one reportable business segment - Investment Manager and Portfolio Management as envisaged by Ind AS 108 'Operating Segments', as prescribed under section 133 of Companies Act, 2013. Accordingly, no separate disclosure for segment reporting is required to be made in the financial results of the Company. Secondary segment based on geography has not been presented as the Company operates primarily in India and the Company perceives that there is no significant difference in its risk and returns in operating from different geographic areas within India.
- 4 Pursuant to Regulation 54 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, all secured Market linked Debentures (MLDs) issued by the Company and outstanding as on December 31, 2022 are fully secured by present and future business receivables, trade receivables, investments in bonds / debentures and units of mutual funds/ AIF on pari passu basis. The Company has filed charge for creation of security against MLD and certificate for registration is awaited from Registrar of Companies (ROC).
- 5 Pursuant to Regulation 52(7) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, proceeds of MLDs issued by the Company and outstanding as on December 31, 2022 are being utilised as per the objects stated in the offer document.
- 6 Information as required pursuant to Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, is attached as Annexure I.
- 7 The figures for the quarter ended December 31, 2022 and December 31, 2021 are the balancing figures between unaudited figures in respect of the nine months ended December 31, 2022 and December 31, 2021 and the unaudited figures of the half year ended September 30, 2022 and September 30, 2021 respectively. The figures for the quarter ended September 30, 2022 are the balancing figures between unaudited figures in respect of the half year ended September 30, 2022 and the unaudited figures of the quarter ended June 30, 2022.



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CIN: U74120MH2011PLC219930

Regd. Office :- IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel West, Mumbai 400013,
Maharashtra, India

- 8 Figures for the quarter and nine month ended December 31, 2021 have been approved by the Company's Board of Directors but have not been subject to review by auditors.
- 9 Previous period/year figures have been regrouped/reclassified to make them comparable with those of current period/year.

In terms of our report attached

For and on behalf of the Board of Directors

Date: January 18, 2023
Place: Mumbai

Himadri Chatterjee
Whole Time Director
(DIN: 09122104)
Place: Mumbai



360 ONE PORTFOLIO MANAGERS LIMITED (FORMERLY KNOWN AS IIFL WEALTH PORTFOLIO MANAGERS LIMITED)

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Email id: secretarial@iiflw.com

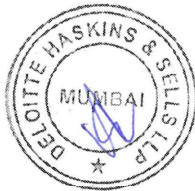
Website: <https://www.iiflwealth.com/Wealth-Portfolio-Managers/>

Annexure 1 : Disclosure in compliance with Regulation 52(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, for the quarter ended December 31, 2022

SR. No.	Particulars	December 31, 2022	September 30, 2022
1	Debt - equity ratio (Refer Note 1)	1.25	1.02
2	Debt service coverage ratio (Refer Note 2)	0.03	0.07
3	Interest service coverage ratio (Refer Note 3)	1.71	5.14
4	Outstanding redeemable preference shares (quantity and value) (Refer Note 4)	Not applicable	Not applicable
5	Capital redemption reserve (Refer Note 5)	Not applicable	Not applicable
6	Debenture redemption reserve	NIL	NIL
7	Net worth (Rs. in millions) (Refer Note 6)	2,434.87	2,404.93
8	Net profit after tax (Rs. in millions)	29.76	79.83
9	Earnings per equity share :		
(a)	Basic (Rs.)	119.29	319.94
(b)	Diluted (Rs.)	119.29	319.94
10	Current ratio (Refer Note 7)	Not applicable	Not applicable
11	Long term debt to working capital (Refer Note 7)	Not applicable	Not applicable
12	Bad debts to accounts receivable (Refer Note 8)	-	-
13	Current liability ratio (Refer Note 7)	Not applicable	Not applicable
14	Total debts to total assets ratio (Refer Note 9)	0.49	0.37
15	Debtors turnover (Refer Note 10)	0.86	0.96
16	Inventory turnover (Refer Note 11)	Not applicable	Not applicable
17	Operating margin (Refer Note 12)	Not applicable	Not applicable
18	Net profit margin (Refer Note 13)	10.85%	23.47%
19	Sector specific equivalent ratio	Not applicable	Not applicable
(a)	Capital to risk-weighted assets ratio	Not applicable	Not applicable
(b)	Liquidity coverage ratio	Not applicable	Not applicable
(c)	Gross stage 3	Not applicable	Not applicable
(d)	Net stage 3	Not applicable	Not applicable

Notes:

- Debt-equity ratio = Total Borrowings/(Equity share capital+Other Equity).
- Debt service coverage ratio = (Profit before tax and Finance cost excluding Ind AS 116 impact+Other Comprehensive income before tax)/(Total borrowings+Finance cost excluding Ind AS 116 impact).
- Interest service coverage ratio = (Profit before tax and Finance cost excluding Ind AS 116 impact+Other Comprehensive income before tax)/Finance cost excluding Ind AS 116 impact.
- The Company does not have any redeemable preference shares.
- The Company does not have any Capital Redemption Reserve.
- Networth means Equity share capital and Other equity.
- The Company prepares the financial statements as per Division III of Schedule III of Companies Act, 2013 which does not require the assets and liabilities to be bifurcated into Current / Non-current assets and liabilities. Hence this ratio is not applicable.
- Bad debts to Account receivable ratio = Provision for Expected credit loss/Gross Trade receivables.
- Total debts to total assets = Total Borrowings/Total Assets.
- Debtors turnover ratio = Revenue from Operations/Average Trade receivables for the quarter.
- The Company does not hold any inventory.
- The Company is not a manufacturing company and hence operating margin is not applicable.
- Net profit margin = Total comprehensive income/Total Income.



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INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM FINANCIAL RESULTS
TO THE BOARD OF DIRECTORS OF
360 ONE PORTFOLIO MANAGERS LIMITED (formerly known as IIFL WEALTH PORTFOLIO MANAGERS LIMITED)

1. We have reviewed the accompanying Statement of Unaudited Financial Results of **360 ONE PORTFOLIO MANAGERS LIMITED** (formerly known as IIFL WEALTH PORTFOLIO MANAGERS LIMITED) ("the Company"), for the quarter and nine months ended December 31, 2022 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 52 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.



**Deloitte
Haskins & Sells LLP**

5. The comparative financial results of the Company for the quarter and nine months ended December 31, 2021 have not been reviewed by us as stated in the Statement. Accordingly, we, do not express any conclusion on the figures reported in the financial results for the quarter and nine months ended December 31, 2021.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)



Anjum A. Qazi
(Partner)
(Membership No. 104968)
(UDIN: 23104968BGPQYI8456)

Place: Mumbai

Date: January 18, 2023



January 18, 2023

To,
Listing Compliance Department,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Dear Sir/Madam,

Subject: Submission of Statement indicating utilization of issue proceeds and statement disclosing Material Deviations as per the Regulation 52(7) and 52(7A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

With reference to the Regulation 52(7) and 52(7A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a statement indicating utilization of issue proceeds and a statement disclosing material deviation (if any) in the use of issue proceeds of Non-Convertible Securities of the Company, in the format prescribed under the above mentioned regulations for the quarter ended December 31, 2022.

Kindly take the same on record.

For 360 ONE Portfolio Managers Limited
(Formerly known as IIFL Wealth Portfolio Managers Limited)


Chinmay Joshi
Compliance Officer



360 ONE PORTFOLIO MANAGERS LIMITED (Formerly known as IIFL Wealth Portfolio Managers Limited)

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Tel (91-22) 4876 5600 Fax (91-22) 4646 4706 Email secretarial@iiflw.com www.360.one CIN: U74120MH2011PLC219930

A. Statement of utilization of issue proceeds:

Name of the Issuer	ISIN	Mode of Fund Raising (Public issues/ Private Placement)	Type of instrument	Date of raising funds	Amount Raised	Funds utilized	Any deviation (Yes/ No)	If 8 is Yes, then specify the purpose of for which the funds were utilized	Remarks, if any
360 ONE Portfolio Managers Limited (Formerly known as IIFL Wealth Portfolio Managers Limited)	INE196P07039	Private Placement	MLD	10-Nov-22	115,735,080.00	115,735,080.00	No	NA	NA
360 ONE Portfolio Managers Limited (Formerly known as IIFL Wealth Portfolio Managers Limited)	INE196P07039	Private Placement	MLD	17-Nov-22	166,307,295.00	166,307,295.00	No	NA	NA
360 ONE Portfolio Managers Limited (Formerly known as IIFL Wealth Portfolio Managers Limited)	INE196P07039	Private Placement	MLD	24-Nov-22	40,378,280.00	40,378,280.00	No	NA	NA



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360 ONE Portfolio Managers Limited (Formerly known as IIFL Wealth Portfolio Managers Limited)	INE196P07039	Private Placement	MLD	01-Dec-22	10,109,930.00	10,109,930.00	No	NA	NA
360 ONE Portfolio Managers Limited (Formerly known as IIFL Wealth Portfolio Managers Limited)	INE196P07039	Private Placement	MLD	08-Dec-22	133,654,092.00	133,654,092.00	No	NA	NA
360 ONE Portfolio Managers Limited (Formerly known as IIFL Wealth Portfolio Managers Limited)	INE196P07039	Private Placement	MLD	15-Dec-22	60,844,320.00	60,844,320.00	No	NA	NA
360 ONE Portfolio Managers Limited (Formerly known as IIFL Wealth Portfolio Managers Limited)	INE196P07039	Private Placement	MLD	16-Dec-22	203,917,400.00	203,917,400.00	No	NA	NA



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360 ONE Portfolio Managers Limited (Formerly known as IIFL Wealth Portfolio Managers Limited)	INE196P07039	Private Placement	MLD	22-Dec-22	159,451,398.00	159,451,398.00	No	NA	NA
360 ONE Portfolio Managers Limited (Formerly known as IIFL Wealth Portfolio Managers Limited)	INE196P07039	Private Placement	MLD	29-Dec-22	178,003,000.00	178,003,000.00	No	NA	NA

B. Statement of deviation/ variation in use of Issue proceeds:

Particulars	Remarks
Name of listed entity	360 ONE Portfolio Managers Limited (Formerly known as IIFL Wealth Portfolio Managers Limited)
Mode of fund raising Public issue/ Private placement	Private Placement
Type of instrument Non-convertible Securities	Non Convertible Debentures (Market Linked Debentures)
Date of raising funds	10-11-2022 , 17-11-2022 , 24-11-2022 , 01-12-2022 , 08-12-2022 , 15-12-2022 , 16-12-2022 , 22-12-2022 , 29-12-2022
Amount raised in Rs. crore	106.84
Report filed for quarter ended	31-Dec-22
Is there a deviation/ variation in use of funds raised?	No Deviation
Whether any approval is required to vary the objects of the issue stated in the prospectus/ offer document?	No
If yes, details of the approval so required?	Not Applicable
Date of approval	Not Applicable
Explanation for the deviation/ variation	Not Applicable
Comments of the audit committee after review	Not Applicable
Comments of the auditors, if any	-

Objects for which funds have been raised and where there has been a deviation/ variation, in the following table:

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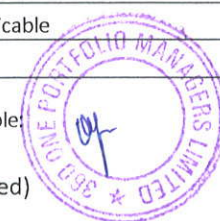
Tel (91-22) 4876 5600

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Email secretarial@iiflw.com

www.360.one

CIN: U74120MH2011PLC219930



Original Subject	Modified Object, if any	Original Allocation	Modified Allocation, if any	Funds Utilised	Amount of deviation/variation for the quarter according to applicable object (in Rs. crore and in %)	Remarks, if any
General Corporate Purpose	No	100%	Nil	100%	No Deviation	No Deviation

Deviation could mean:

- Deviation in the objects or purposes for which the funds have been raised.
- Deviation in the amount of funds actually utilized as against what was originally disclosed.


Signature:



Name of signatory: Mr. Chinmay Joshi

Designation: Compliance Officer

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January 18, 2023

The Manager,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai 400 001.

Dear Sir/Madam,

Subject: - Security Cover Certificate

Ref: Regulation 54 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Dear Sir(s)/Madam(s),

Pursuant to Regulation 54(3) and 56(1)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed certificate by statutory auditors of the Company regarding maintenance of Security cover for the listed non-convertible debentures issued by the Company on private placement basis, as on December 31, 2022.

Please take the same on your record.

For 360 ONE Portfolio Managers Limited
(Formerly known as IIFL Wealth Portfolio Managers Limited)


Chinmay Joshi
Compliance Officer



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Independent Auditor's Certificate on Book Value of Assets of the Company Contained in Columns A to J of Statement of Security Cover and Statement of Compliance Status of Financial Covenants in respect of Listed Non Convertible Debentures of the Company for quarter ended and as at 31 December 2022

To
The Board of Directors
360 One Portfolio Managers Limited
IIFL Centre, Kamala Mills
Lower Parel (W),
Mumbai 400013

REF: AQ/2022-23/051

1. This certificate is issued in accordance with the terms of our engagement letter dated 08 November 2022.
2. We, Deloitte Haskins & Sells LLP, Chartered Accountants, are the Statutory Auditors of 360 One Portfolio Managers Limited (Formerly known as IIFL Wealth Portfolio Managers Limited) ("the Company"), have been requested by the Management of the Company to certify "Book Value of Assets of the Company contained in Columns A to J of Statement of Security Cover and Statement of Compliance Status of Financial Covenants in respect of Non Convertible Debentures of the Company for the quarter ended and as at 31 December 2022 (hereinafter referred together as "the Statement").

The Statement is prepared by the Company from the unaudited books of accounts and other relevant records and documents maintained by the Company as at 31 December 2022 pursuant to requirements of Circular no. SEBI / HO / MIRSD / MIRSD _ CRADT / CIR / P / 2022 / 67 dated May 19 2022 issued by Securities and Exchange Board of India in terms of regulation 54 read with regulation 56(1)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 15(1)(t) of Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 (hereinafter referred together as "the SEBI Regulations"), as amended, for the purpose of submission to Beacon Trusteeship Limited, Debenture Trustee of the above mentioned Listed Debt Securities (hereinafter referred to as "the Debenture Trustee"). The responsibility for compiling the information contained in the Statement is of the Management of the Company and the same is initialed by us for identification purposes only.



Management's Responsibility

3. The preparation of the Statement is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. The management is solely and entirely responsible for determining the fair value of the assets included in the Statement.
4. The management of the Company is also responsible for ensuring that the Company complies with all the relevant requirements of the SEBI Regulations and for providing all relevant information to the Debenture Trustee and for complying with all the covenants as prescribed in the terms of Debenture Trust Deed.

Auditor's Responsibility

5. Pursuant to the requirements of Circular no. SEBI / HO / MIRSD / MIRSD _ CRADT / CIR / P / 2022 / 67 dated May 19 2022 issued by Securities and Exchange Board of India, our responsibility for the purpose of this certificate is to provide a limited assurance on whether the Book Value of Assets of the Company contained in Columns A to J of Statement of Security Cover and Statement of Compliance Status of Financial Covenants in respect of Non Convertible Debentures of the Company for the quarter ended and as at 31 December 2022 have been accurately extracted from the unaudited books of accounts of the Company and other relevant records and documents maintained by the Company. This did not include the evaluation of adherence by the Company with all the applicable guidelines of the SEBI Regulations.
6. A limited assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the criteria and scope mentioned in paragraph 10 below. The procedures performed vary in nature and timing from, and are less extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.
7. The unaudited financial results for the quarter and nine months ended 31 December 2022, have been reviewed by us, on which we have issued unmodified conclusion vide our report dated 18 January 2023. Our review of the unaudited financial results was conducted in accordance with the Standard on Review Engagements ("SRE") 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India (ICAI). This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial results are free from material misstatement.
8. We conducted our examination and obtained the explanations in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI. This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.



9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Review Historical Financial Information, and Other Assurance and Related Services Engagements.

Criteria and Scope

10. The information contained in the Statement related to the Company is extracted from the unaudited books of account of the Company for the quarter ended and as at 31 December 2022 and other relevant records and documents maintained by the Company. Accordingly, we have performed the following procedures in relation to verification of the Statement:
- a) Read the Statement received from the management.
 - b) Traced the book value of assets from the unaudited books of account of the Company as at 31 December 2022 and other relevant records and documents maintained by the Company, in the normal course of its business.
 - c) Reviewed the Debenture Trust Deed to understand the nature of charge (viz. exclusive charge or pari-passu charge) on assets of the Company.
 - d) Obtained the application for Registration of Charges filed by the Company as per the requirements of the Companies Act, 2013 and certificate of registration is awaited from Registrar of Companies.
 - e) Tested the arithmetical accuracy of the information included in the Statement.
 - f) Obtained the working prepared by the Management for compliance with the relevant ratios related to the Company and recomputed the ratios.
 - g) Performed necessary inquiries with the management and obtained necessary representations
 - h) Performed necessary inquiries with the management and verified that there are no financial covenants which needs to be complied with as per Debenture Trust Deed.

Conclusion

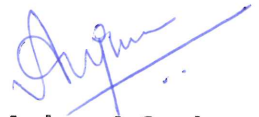
11. Based on the procedures performed as referred to in paragraph 10 above and according to the information, explanations and representation provided to us by the Management of the Company, nothing has come to our attention that causes us to believe that the Book Value of Assets of the Company contained in Columns A to J of Statement of Security Cover related to the Company have not been accurately extracted from unaudited books of account of the Company for the quarter ended and as at 31 December 2022 and other relevant records and documents maintained by the Company.



Restriction on Use and Distribution

12. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of submission to the Debenture Trustee and should not be used by any other person or for any other purposes without our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No.117366W / W-100018)



Anjum A Qazi
(Partner)

(Membership No. 104968)
(UDIN: 23104968BGPQYJ4128)

Place: Mumbai
Date: 18 January 2023



A) Security Cover for Listed Non Convertible Debentures

The financial information as at 31 December 2022 has been extracted from the unaudited books of account for the quarter ended and as at 31 December 2022 and other relevant records and documents maintained by the Company

Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H	Column I	Column J	Column K	Column L	Column M	Column N	Column O
Particulars	Description of asset for which this certificate relate	Exclusive Charge	Exclusive Charge	Pari- Passu Charge	Pari- Passu Charge	Pari- Passu Charge	Assets not offered as Security	Elimination (amount in negative)	(Total C to H)	Related to only those items covered by this certificate				
		Debt for which this certificate being issued	Other Secured Debt	Debt for which this certificate being issued	Assets shared by pari passu debt holder (includes debt for which this certificate is issued & other debt with pari-passu charge)	Other assets on which there is pari- Passu charge (excluding items covered in column F)		debt amount considered more than once (due to exclusive plus pari passu charge)		Market Value for Assets charged on Exclusive basis	Carrying / book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable)	Market Value for Pari passu charge Assets	Carrying value / book value for pari passu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable)	Total Value (=K+L+M+ N)
												Relating to Column F		
		Book Value	Book Value	Yes/No	Book Value	Book Value								
ASSETS														
Property, Plant and Equipment	NA	NA	NA	No	-	-	-	NA	-	-	-	-	-	-
Capital Work-in-Progress	NA	NA	NA	No	-	-	-	NA	-	-	-	-	-	-
Right of Use Assets	NA	NA	NA	No	-	-	4,075,564	NA	4,075,564	-	-	-	-	-
Goodwill	NA	NA	NA	No	-	-	-	NA	-	-	-	-	-	-
Intangible Assets	NA	NA	NA	No	-	-	6,914,028	NA	6,914,028	-	-	-	-	-
Intangible Assets under Development	NA	NA	NA	No	-	-	-	NA	-	-	-	-	-	-
Investments	Investments in Bonds/Debentures, Units of Mutual Fund/AIFs	NA	NA	Yes	5,201,598,287	-	346,075,000	NA	5,547,673,287	-	-	5,201,598,287 (Refer Note 2)	-	5,201,598,287
Loans	NA	NA	NA	No	-	-	445,694	NA	445,694	-	-	-	-	-
Inventories	NA	NA	NA	No	-	-	-	NA	-	-	-	-	-	-
Trade Receivables	Amount receivable against services offered	NA	NA	Yes	326,454,159	-	-	NA	326,454,159	-	-	326,454,159 (Refer Note 3)	-	326,454,159
Cash and Cash Equivalents	NA	NA	NA	No	-	-	82,043,483	NA	82,043,483	-	-	-	-	-
Bank Balances other than Cash and Cash Equivalents	NA	NA	NA	No	-	-	-	NA	-	-	-	-	-	-
Others	NA	NA	NA	No	-	-	233,384,678	NA	233,384,678	-	-	-	-	-
Total					5,528,052,447	-	672,938,447	-	6,200,990,894	-	-	5,528,052,447	-	5,528,052,447
LIABILITIES														
Debt securities to which this certificate pertains (Refer Note 1)	Listed Non Convertible Debentures	NA	NA	Yes	2,573,694,715	-	-	NA	2,573,694,715	-	-	2,573,694,715	-	2,573,694,715
Other debt sharing pari-passu charge with above debt	NA	NA	NA	No	-	-	-	NA	-	-	-	-	-	-
Other Debt	NA	NA	NA	No	-	-	-	NA	-	-	-	-	-	-
Subordinated debt	NA	NA	NA	No	-	-	-	NA	-	-	-	-	-	-
Borrowings	NA	NA	NA	No	-	-	458,219,657	NA	458,219,657	-	-	-	-	-
Bank	NA	NA	NA	No	-	-	-	NA	-	-	-	-	-	-
Debt Securities	NA	NA	NA	No	-	-	-	NA	-	-	-	-	-	-
Others	NA	NA	NA	No	-	-	-	NA	-	-	-	-	-	-
Trade payables	NA	NA	NA	No	-	-	104,240,656	NA	104,240,656	-	-	-	-	-
Lease Liabilities	NA	NA	NA	No	-	-	4,166,294	NA	4,166,294	-	-	-	-	-
Provisions	NA	NA	NA	No	-	-	19,436,110	NA	19,436,110	-	-	-	-	-
Others	NA	NA	NA	No	-	-	606,366,486	NA	606,366,486	-	-	-	-	-
Total					2,573,694,715	-	1,192,429,204	-	3,766,123,919	-	-	2,573,694,715	-	2,573,694,715
Cover on Book Value														
Cover on Market Value														
		Exclusive Security Cover Ratio	NA	Pari-Passu Security Cover Ratio	2.15							2.15		2.15

B) Compliance of financial covenants in respect of listed debt securities of the Company

There are no financial covenants which needs to be complied with as per Debenture Trust Deed.

Note 1 : Includes interest accrued but not due and securities premium on borrowings. It does not include derivative component of Debt.

Note 2 : Since the Investments are stated at Fair Value in the books, the book value is equivalent to the fair value.

Note 3 : The Carrying Value of Trade Receivables has been considered as fair value

For 360 ONE Portfolio Managers Limited

Authorised Signatory
Date : 18 January 2023
Place Mumbai

